

COMPLIANCE AGREEMENT

between the

SAN DIEGO AIRCRAFT CARRIER MUSEUM

of San Diego, California

and the

UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY

Toxic Substances Control Act

In Re:

Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California

TABLE OF CONTENTS

<u>TITLE</u>	<u>PAGE</u>
I.	1
II. Jurisdiction	1
III. Purpose	1
IV. Covered Matters	1
V. Definitions	2
VI. Background and Statement of Facts	3
VII. Requirements and Deliverables	5
A. General	5
B. Disposal of PCB Items	5
C. Preparation of Tour Routes	6
D. Maintenance Procedures	9
E. Maintenance of Felt Gaskets.....	11
F. Presence of Other Environmental Contaminants	12
G. Notifications	13
H. Training	13
I. New Areas	13
J. Security	14
K. Notifications to Consultants, Contractors, Laboratories, etc.	14
L. Financial Assurance	14
M. Ultimate Disposal of the Ex-USS Midway	16
VIII. Inspection	16
IX. Enforceability	16
X. Modifications	17
XI. Parties Bound and Notice of Transfer	17
XII. Termination	18
XIII. Effective date	18
XIV. Reporting and Notices	18

Table I

Appendix A

COMPLIANCE AGREEMENT
between the
SAN DIEGO AIRCRAFT CARRIER MUSEUM
of San Diego, California
and the
UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY

I. PARTIES

The United States Environmental Protection Agency ("EPA") and the San Diego Aircraft Carrier Museum, San Diego, CA, a nonprofit corporation, (hereinafter referred to as the ("DONEE")) are parties to this Compliance Agreement ("AGREEMENT") regarding the donation by the United States Navy (the "Navy") of the aircraft carrier USS MIDWAY (CV-41) (herein after referred to as the "ex-MIDWAY") to the DONEE for continued use as a static Naval Aviation memorial museum provided certain terms and conditions are met to the satisfaction of EPA.

II. JURISDICTION

This AGREEMENT is intended to address certain instances of the DONEE's anticipated noncompliance with the requirements of the Toxic Substances Control Act ("TSCA"), 15 U.S.C. §§ 2601 *et seq.*, which relate to polychlorinated biphenyls ("PCBs") and the PCB regulations at 40 C.F.R. Part 761 during the operation of the ex-MIDWAY as a static museum.

III. PURPOSE

Subject to EPA's reservation of rights, this AGREEMENT specifies the terms and conditions under which EPA will exercise its enforcement discretion and refrain from bringing an enforcement action against the DONEE for the violations of TSCA PCB requirements and the PCB regulations at 40 C.F.R. Part 761 that are described herein. Based on the facts presented to EPA and referenced in this AGREEMENT, EPA has determined that this exercise of enforcement discretion is protective of human health and the environment and will serve the public interest.

IV. COVERED MATTERS

1. This AGREEMENT applies to both authorized and unauthorized PCB uses on the ex-MIDWAY. For authorized PCB uses, this AGREEMENT includes terms and conditions that are in addition to existing regulatory requirements at 40 C.F.R. Part 761.

2. This AGREEMENT mandates sampling, maintenance, notice, training, cleanup procedures, and other requirements for PCBs on the ex-MIDWAY.

3. EPA enforcement discretion regarding the transfer of the ex-MIDWAY from the Navy to the DONEE was addressed in a separate EPA/Navy agreement. That agreement addressed steps the Navy will take with respect to the transfer of the ex-MIDWAY to the DONEE in light of the presence of PCBs on the ex-MIDWAY.

4. This AGREEMENT is not and will not be construed as a release of the DONEE from any legal or regulatory obligations, including obligations under TSCA or any other environmental laws.

V. DEFINITIONS

Except as noted herein below, the terms in this AGREEMENT will have their ordinary meaning unless defined under TSCA or 40 C.F.R. Part 761. The following definitions apply to this AGREEMENT.

a. "Days" means calendar days, not working days, unless otherwise specified. However, if a document submittal under this AGREEMENT falls due on a weekend or federal holiday, it will be due and deemed timely if submitted on the next business day following the weekend or holiday on which it fell due.

b. "Non-liquid PCB materials" means any non-liquid material containing any component of PCBs including all of the following items on the ex-MIDWAY which may contain PCBs and for the purposes of this AGREEMENT are assumed to contain PCBs: caulking; felt and rubber ventilation duct flange gaskets; insulation and other non-metallic components of electrical cable; fluorescent light ballast starters and potting material; bulkhead and pipe insulation; foam rubber/plastic/fiberglass/cork anti-sweat insulation used on hull surfaces and cold water piping; other rubber products such as pipe hanger rubber blocks, snubbers, bumpers, shock and vibration mounts, pads, spools, hatch gaskets, O-rings, packing, grommets, etc.; adhesive tape and double-backed adhesive tape; dried aluminized paint; and dried oil-based paint.

c. "Polychlorinated biphenyls," "PCB" or "PCBs" means any chemical substance that is limited to the biphenyl molecule that has been chlorinated to varying degrees or any combination of such material with other substances.

d. "PCB item," for the purpose of this AGREEMENT only, means any item that does in fact or is assumed to contain liquid PCBs and includes transformers, capacitors, and any other piece of equipment or other material having or assumed to contain a liquid PCB component.

e. "PCB inventory" means the complete and final listing of suspected PCB items that was developed by the Navy upon deactivation, and any additions to that inventory that were made by the Navy, the DONEE, EPA, or any third party.

f. "The public" means anyone who is not involved in routine maintenance of the ex-MIDWAY and may include, but is not limited to: tourists, press personnel, business visitors, VIPs, museum employees, volunteers, vendors, and contractors.

g. "spill" with regard to this AGREEMENT specifically means residual PCBs left on any ship's surface resulting from any use, management, processing, storage, transportation, or disposal of PCBs or PCB items.

h. "wire cables" refer to the entire electrical wire cable assembly, including the metal jacket surrounding the rubber or plastic insulation, the insulation material, and the metallic wire conductor itself, as well as any connectors and circuit breakers.

VI. BACKGROUND AND STATEMENT OF FACTS

1. In 1989, the Navy states that they discovered that the wool felt used as acoustical damping material on submarines and as gasket material on all vessels may contain viscous PCBs at concentrations of 50 to 300,000 parts per million ("ppm") by weight. The felt material was procured from 1948 to the late 1970s under specifications that required a fire retardant and was used during both new construction and repair of vessels.

Subsequent investigations by the Navy since 1990 have determined that solid PCBs are also present in some commercial industrial and shipboard items, such as caulking, o-rings, packing, grommets, aluminized and gloss oil-based paint, fluorescent light ballast starters and potting material, hatch and ventilation duct flange gaskets, rubber shock and vibration mounts, rubber and electrical cable insulation, tape, etc. used on vessels.

2. The ex-MIDWAY contains some or all of these materials. The results of the Navy's 1997-98 PCB sampling survey on the ex-MIDWAY shows some of these materials contain PCBs from less than 1 mg/kg (ppm) to as high as 560,000 ppm. This survey, however, is not a complete characterization of the extent of PCBs in these materials on the ex-MIDWAY, and other materials of these types and surface contamination that may exist on the ex-MIDWAY with PCB concentrations that exceed these ranges.

3. Many of these items that may contain PCBs are in locations accessible only by dismantling the vessel's structure, or moving equipment or machinery, which gives rise to safety and environmental risks. Such items are often integral to the continuing function of the vessel as a vessel or to maintain the watertight and structural integrity of the vessel. The reuse of industrial equipment is similarly dependent on not removing those materials that contain or may contain non-liquid PCBs.

4. PCB use, distribution in commerce, and disposal are regulated by EPA under TSCA and 40 C.F.R. Part 761. Non-liquid PCB materials and PCB items at 50 ppm or greater may only be used in a totally enclosed manner (40 C.F.R. § 761.20 (a)) within the United States unless

otherwise authorized by EPA under TSCA. Certain, if not all, of the uses described in the paragraphs above are not totally enclosed, and therefore not authorized by EPA.

5. The Navy advises EPA that when the ex-MIDWAY was placed on inactive status on March 1, 1992, the Navy conducted the following activities: a) a ship-wide PCB inventory, b) removal of leaking electrical equipment from the vessel, c) clean up of spills in accordance with the provisions of 40 C.F.R. Part 761, d) inventorying and labeling of non-leaking PCB items left intact, and e) testing of hydraulic and heat transfer systems and, if their fluids tested above 50 ppm PCB, draining and possibly retrofilling.

6. When felt is removed from ventilation duct work or other sites, the adjacent area formerly in contact with the felt typically contains residual PCBs from the felt. Because this contamination has probably existed since the felt was installed, the release or spill is deemed to have occurred prior to May 4, 1987. Therefore, the PCB Spill Cleanup Policy, 40 C.F.R. Part 761, Subpart G, does not apply. Thus, any decontamination may proceed in accordance with 40 C.F.R. § 761.79 or an alternative method under 40 C.F.R. § 761.79(h) as authorized by Region IX as defined in this AGREEMENT.

7. The Navy asserts that due to the location, configuration, and manner in which felt is used, the exposed surfaces of felt gaskets are extremely limited. Therefore, other than incidental dermal contact, the exposure to PCBs would be considered minimal. Moreover, the public should not have contact with the felt following encapsulation procedures. The Navy further contends that PCBs in the jackets of wire cables are inextricably bound in the material of the jacket. The material is a corrosion resistant plastic or rubber designed for use in a salt air/salt water environment. However, EPA has determined that the PCBs in the wire cables is not a totally enclosed use and is currently not authorized for use under TSCA.

8. Under 10 U.S.C. Section 7306, the Navy is authorized to donate ships to state governments and non-profit organizations for use as museums and memorials. Pursuant to this statutory authority, the Navy intends to donate the ex-MIDWAY to the DONEE for use as an aircraft carrier memorial and museum.

9. The donation contract, Contract No. N00024-03-C-0201 ("Donation Contract"), which is the sole legal document evidencing title transfer from the Navy to the DONEE, requires the DONEE to maintain the ex-MIDWAY in a condition satisfactory to the Navy including the management of the ex-MIDWAY in accordance with the requirements established by this AGREEMENT between the DONEE and EPA.

VII. REQUIREMENTS AND DELIVERABLES

A. General

1. The following requirements and deliverables shall be documented for or submitted to EPA Region IX Toxics Section (hereinafter "Region IX") within the time frames prescribed. Region IX shall determine the adequacy and completeness of all submissions required under this AGREEMENT.

2. When an action or series of actions is required, the DONEE shall provide Region IX with written confirmation that the requirement has been met. The requirements and deadlines for these actions are summarized in Table I.

3. Region IX may waive a portion of the lead time requirements at its sole discretion. Region IX may alter specific technical requirements in this AGREEMENT in writing based on a written request from the DONEE at the sole discretion of Region IX.

4. This AGREEMENT, including all technical discussions, applies only to PCBs and does not address DONEE's responsibilities with respect to any other regulated materials.

B. Disposal of PCB Items

1. Within 30 days following the ex-MIDWAY's arrival in San Diego, California (or within a time frame mutually agreed to in writing by Region IX and DONEE), the DONEE shall remove all PCB items found on the ex-MIDWAY or that are listed on the PCB inventory in accordance with PCB regulations. Dry transformers are not defined as PCB items and need not be removed.

2. If the DONEE is unable to remove any PCB items found on the ex-MIDWAY or listed on the PCB inventory due to their locations on the vessel or if the structural integrity of the vessel would be jeopardized by their removal, the DONEE shall consult with EPA, who in consultation with the Navy shall determine whether the PCB item shall be removed.

3. Within 30 days after removal of these items, the DONEE shall provide written notification to Region IX certifying that PCB items found on the ex-MIDWAY and those listed on the PCB inventory have been removed and disposed of in accordance with the PCB disposal regulations at 40 C.F.R. Part 761.

C. Preparation of Tour Routes

1. Access to the ex-MIDWAY

a) The DONEE is required to ensure that the public is restricted to areas sampled and shown to be 10 micrograms per 100 square centimeter ("10 ug/100 cm²") PCB or less on surfaces, and less than one microgram per cubic meter ("1ug/m³") PCB in air.

b) Personnel involved in activities required to prepare the ex-MIDWAY to be towed or involved in completing the requirements under this AGREEMENT to open the ex-MIDWAY to the public are not subject to this restriction.

c) Within 30 days following the ex-MIDWAY's arrival in San Diego, California (or within a time frame mutually agreed to in writing by EPA Region IX and DONEE), the DONEE shall submit copies of the ex-MIDWAY's blueprints or maps with the proposed tour routes highlighted. Upon approval by Region IX, the blueprints or map shall be deemed a part of the AGREEMENT by reference and/or attachment.

2. Locations of Remaining PCB Items & Non-Liquid PCB Materials

a) At least 60 days prior to commencement of tours, (or within a time frame mutually agreed to in writing by Region IX and DONEE) the DONEE shall submit to Region IX a document describing the type and location of any remaining PCB items and non-liquid PCB materials on the ex-MIDWAY located along the proposed tour route(s) and in areas that may be accessed by the public.

b) This document shall be updated and provided to Region IX within 10 business days of discovery of any additional PCB items or non-liquid PCB materials not included in the initial listing.

3. PCB Sampling

a) No later than 30 days following the ex-MIDWAY's arrival in San Diego, California (or within a time frame mutually agreed to in writing by Region IX and DONEE), the DONEE shall develop for Region IX a sampling scheme for the complete sampling and analysis of interior ship surfaces and indoor air for PCBs in areas where the public and museum staff is expected to have access, in order to establish a baseline/ background and/or to determine if PCB levels are acceptable before the public enters the area.

b) The number of surface and air samples required shall correlate to the size of the proposed tour area.

c) Any oil, especially oil from equipment that may have leaked, and grease stains and grease in any hoist apparatus or dumbwaiter tract, discovered on any surface in areas to be opened to the public, shall be sampled for PCB contamination.

d) Sampling, analysis, and associated activities related to known or suspected PCBs on surfaces shall be conducted by the DONEE or under the DONEE's direction to ensure conformance with the following EPA directives and others as specified by Region IX:

i) 40 C.F.R. Part 761, Subpart P: "Sampling Non-Porous Surfaces for Measurement Based Use, Reuse, and On-Site or Off-Site Disposal Under § 761.61(a)(6) and Decontamination Under § 761.79(b)(3) and § 761.79(h),

ii) 40 C.F.R. Part 761, Subpart G: "PCB Spill Cleanup Policy,"

iii) Methods 3500/3540B and Method 8082 in SW-846: "Test Methods for Evaluating Solid Waste", for extracting and analyzing sampling media,

iv) "Interim Guidelines and Specifications for Preparing Quality Assurance Project Plans (QAMS-005/80)," for conducting, sample preservation, chain-of-custody record-keeping, and quality assurance/quality control ("QA/QC") records, and

v) NIOSH Method 5503 for conducting air sampling for PCBs (Polychlorobiphenyls).

e) When using NIOSH Method 5503, the DONEE shall sample indoor air for no less than eight hours and collect sufficient air sample so as to provide for a chemical extraction and analysis of the sample to have a limit of quantitation of less than $1 \mu\text{g}/\text{m}^3$.

f) Regardless of whether the DONEE intends to operate air handling systems in areas open to the public, the DONEE is required to take baseline air sampling. If the DONEE intends to use the air handling systems, they must be on and operational during the baseline air sampling.

g) No later than 30 days following EPA approval of the plan (or within a time frame mutually agreed to in writing by Region IX and the DONEE) and prior to performing any encapsulation of non-liquid PCB materials, the DONEE shall execute the Region IX approved sampling plan

h) The DONEE shall provide Region IX with the sampling results no later than 21 days after the samples are taken and at least 60 days prior to the commencement of tours (or within a time frame mutually agreed to in writing by Region IX and DONEE).

i) If test results confirm PCB concentrations exceeding $10 \mu\text{g}/100 \text{ cm}^2$ on surfaces and $1 \mu\text{g}/\text{m}^3$ in air, the DONEE shall inform Region IX and follow the decontamination procedures at 40 C.F.R. § 761.79 for non-porous surfaces and Paragraph VII.D.9 for air handling systems until

the applicable decontamination standards have been met. Painted or coated surfaces must either be encapsulated per the procedures at VII.C.5 or the surfaces decontaminated in accordance with the alternative decontamination procedures at § 761.79(h)

j) The DONEE agrees to conduct any additional sampling that EPA may determine necessary within time frames established by EPA in consultation with the DONEE.

k) If after opening for tours, the DONEE discovers that any area open to the public exceeds 1 ug/m^3 in air, the DONEE must immediately suspend tours in that area and inform EPA in writing within 48 hours of the discovery (See air handling systems under maintenance procedures at Paragraph VII.D.9).

l) Where surface samples exceed 10 ug/100 cm^2 , the DONEE must provide interim protection to avoid dermal contact or suspend tours, and notify Region IX in writing within 48 hours of the implemented and proposed corrections.

m) Tours may be resumed only upon retesting to verify that air and surface sampling is within the concentrations specified in Paragraph VII.C.3.i above or after Region IX agrees that the affected area may be used again.

n) Region IX may prohibit use of the affected areas until additional remedies are implemented.

o) The DONEE shall ensure compliance with the disposal procedures outlined in 40 C.F.R. Part 761, Subpart D, and the storage procedures outlined in 40 C.F.R. § 761.65 for PCB waste.

4. Removal of Ballasts

Within 30 days following the ex-MIDWAY's arrival in San Diego, California, (or within a time frame mutually agreed to in writing by Region IX and DONEE), the DONEE shall remove all PCB ballasts from fluorescent lights along proposed tour routes and in areas that may be accessed by the public or the DONEE shall provide to Region IX any information which would demonstrate that any fluorescent light ballast not removed does not contain detectable concentrations of PCBs.

5. Encapsulation

a) At least 30 days before the ex-MIDWAY is opened to the public, the DONEE shall either remove or encapsulate suspected non-liquid PCB materials, especially any caulking material, located on proposed tour routes or in areas accessible to the public by the application of two coats of paint in different colors.

i) The first coat of encapsulant shall be a yellow color that is similar in shade to the PCB warning labels unless there is already a yellow color adjoining the encapsulation, in which case the first coat of encapsulant shall be red. The second coat shall be any color contrasting with yellow, or contrasting with red, if that color is applied as the first coat.

ii) Upon completion of encapsulation requirements, the DONEE shall notify Region IX in writing.

b) When any portion of the secondary coat wears away or becomes dissociated (e.g., chips or peels off) from the primary coat, a new secondary coat shall be applied to the affected area within three days by the DONEE.

c) In the event that the primary coat becomes dissociated from the non-liquid PCB material, a new primary and secondary coat shall be reapplied within 48 hours of the primary coat's dissociation from the non-liquid PCB material.

6. Worker Protection

a) No later than 30 days following the ex-MIDWAY's arrival in San Diego, (or within a time frame mutually agreed to in writing by Region IX and DONEE), the DONEE shall submit to Region IX a worker health and safety plan.

b) The DONEE shall forewarn painters and workers of the likely presence of PCBs and advise them of procedures to minimize exposure (including no heating, scraping or sanding of the substrate unless necessary).

c) If workers are to engage in scraping or sanding of this material, the plan shall require painters and workers to use appropriate protective measures such as protective clothing, eye protection and respirators, per 29 C.F.R. § 1910.120 of OSHA, to limit the exposure of such workers to no greater than the permissible exposure limits specified by NIOSH. *Warning: Avoid heating to remove PCB contaminated paint. Exposure to excessive heat, especially open flame, can result in formation of soot containing PCBs, polychlorinated dibenzofurans and chlorinated dibenzo-p-dioxins (Page 64, NIOSH Publication 97-140).*

d) Any dust generated during scraping or sanding shall be carefully removed from the area as soon as possible and before the public has access to that area, and disposed of in accordance with applicable regulatory requirements.

D. Maintenance Procedures

1. At least 60 days prior to commencement of tours (or within a time frame mutually agreed to in writing between Region IX and DONEE), the DONEE shall submit to Region IX a regular/routine maintenance schedule and maintenance procedures for areas open to the public.

2. The DONEE shall maintain, intact and in place in their existing application, the PCBs described as non-liquid PCB materials, unless normal maintenance or renovation requires their removal. The removed non-liquid PCB materials at concentrations of 50 ppm or greater shall be disposed of in accordance with 40 C.F.R. Part 761.

3. The schedule shall require that the DONEE's maintenance staff conduct regular monthly inspections to see whether the paint covering the caulking and other non-liquid PCB material has worn through or become dissociated from the materials.

4. The written results of these inspections shall include the date of discovery of either a primary coat and/or secondary coat becoming dissociated with the non-liquid PCBs and the date that replication of paint was accomplished.

5. The results of maintenance procedures performed in areas open to the public shall include a listing of any PCB items or non-liquid PCB materials removed from their present locations once the area is open to the public.

6. These records shall be collected and sent to Region IX quarterly. Region IX and the DONEE shall discuss reporting requirements following one year of maintenance record-keeping and paint inspections, and this AGREEMENT may be amended as necessary at that time.

7. If air handling systems containing PCB gaskets are used to supply air in areas open to the public, air shall be monitored by the DONEE for PCBs annually, or as otherwise required by Region IX following the results of required baseline air sampling.

8. If the air handling systems containing PCB gaskets are not used to supply air in areas open to the public, there are no annual air monitoring requirements for these areas.

9. Per Paragraph VII.C.3.k., whenever air monitoring results for areas open to the public exceed levels of $1\mu\text{g}/\text{m}^3$, the DONEE shall immediately suspend tours in that area, inform Region IX in writing within 48 hours of the discovery, and conduct the following activities in sequence,

- a) turn the air handling system off in the affected areas,
- b) thoroughly ventilate the area with the outside air,
- c) clean the air handling system and ducts,
- d) reinstate air monitoring with the air handling system operating after hours while tours are not being conducted,

e) submit all data on PCB concentrations in air collected during air sampling to Region IX simultaneously with the DONEE's receipt of the results, but no later than 21 days following the air sample being collected by the laboratory.

f) tours in the affected area(s) may be resumed only when air sampling shows the PCB concentrations are within the 1 ug/m^3 in air specified in Paragraph VII.C.3.i above or after Region IX agrees that the affected area may be used again.

10. If there are repairs to the air handling systems providing air to areas open to the public in which PCB gaskets or the encapsulating materials over the gasket material are disturbed (including removal of either the gasket material or the encapsulating material), the monitoring frequency shall increase to a minimum of quarterly for the period of one calendar year following the repairs.

11. If during the term of this AGREEMENT the DONEE discovers additional uses of PCBs other than those described in this AGREEMENT, the DONEE shall inform Region IX and EPA's Fibers and Organics Branch (Mailcode 7404T), 1200 Pennsylvania Avenue N.W., Washington, D.C. 20460 within 48 hours of such discovery. These EPA offices will determine, in consultation with the DONEE, the extent, if any, to which the terms of the AGREEMENT cover the newly discovered use.

E. Maintenance of Felt Gaskets

1. Maintenance procedures shall include recognition of potentially contaminated felt flanges, cleaning methods, and disposal requirements.

2. If vessel repairs, damage, alteration, maintenance, conversion or the like result in the opening or disturbing of felt gaskets on the ex-MIDWAY, or if there is any evidence of PCB contamination that has spread from uses such as felt gaskets, the disturbed area shall be treated as the source of the contamination and shall be remediated according to one or more of the following methods provided that the method selected shall be fully effective in preventing human and environmental exposures from PCB releases during the vessel's lifetime in areas open to the public.

a) Disturbance and Removal- Felt gaskets that are disturbed in areas open to the public or in air handling systems servicing areas open to the public shall be removed and the surfaces formerly in contact with the suspected PCB felt gaskets, as well as an area extending six inches on all sides surrounding those surfaces, shall be cleaned to PCB levels of no greater than $10 \text{ ug}/100 \text{ cm}^2$. Areas cleaned to no greater than $100 \text{ ug}/100 \text{ cm}^2$ may be encapsulated. Encapsulation of areas at greater than $100 \text{ ug}/100 \text{ cm}^2$ is an option with written authorization from Region IX.

b) Encapsulation - Two coats of an effective coating in accordance with the procedures described in Paragraph VII.C.5 shall be applied to cover any surface that has been in contact

with PCB felt materials as well as an area extending six inches on all sides surrounding those surfaces. Locations of encapsulated areas shall be documented and included in maintenance inspections for quarterly written submissions to Region IX.

c) Removal or Disposal - Readily accessible items such as felt gaskets at ventilation duct junctions which are disassembled during the course of work shall be disposed of in accordance with 40 C.F.R. § 761.60. In specific cases where encapsulation or cleaning as described above cannot be employed or are not fully effective, items contaminated with PCBs shall be removed and disposed of in accordance with 40 C.F.R. § 761.60.

3. Removal of Ventilation Ducts Containing Felt Flange Gaskets:

a) The DONEE shall ensure that this procedure is accomplished by personnel wearing appropriate protective clothing, respirator and eye protection as required by Paragraph VII.C.6.c.

b) The DONEE shall ensure that personnel be trained in maintenance procedures applicable to these materials (maintenance and removal of wire cables shall also be accomplished by trained individuals in protective clothing). The maintenance procedures shall include training in the recognition of potentially contaminated felt flanges, cleaning methods, and disposal requirements.

c) When removal procedures include the use of cleaning brushes or portable ventilation duct cleaning machines, the resultant dirt or debris shall be disposed of in accordance with 40 C.F.R. § 761.61(a)(5)(v).

d) Brushes and vent duct cleaning equipment shall be disposed of in accordance with 40 C.F.R. § 761.61(a)(5)(v) or decontaminated in accordance with § 761.79.

e) Following the removal of the gasket material (when necessitated by opening flanges or otherwise disturbing the felt material), cleaning or encapsulation of the resulting contamination must be performed in accordance with the procedures outlined above.

F. Presence of Other Environmental Contaminants

1. The DONEE acknowledges that the ex-MIDWAY contains substances in addition to PCBs which may be regulated under state and/or federal environmental laws and regulations.

2. These substances may include but are not limited to asbestos, lead, and sodium chromate. These substances are not addressed in this AGREEMENT.

3. The DONEE acknowledges its responsibility to comply with all applicable environmental laws and regulations concerning these substances as well as any others which are on the ex-MIDWAY.

G. Notifications

1. The DONEE shall make available to any potentially exposed employee or any other potentially exposed individual engaged in repair, remedial, removal or disposal activities, information required under the Occupational Safety and Health Administration ("OSHA") Hazard Communication Program at 29 C.F.R. §1910.1200(h) before disturbing any materials identified as PCB items, non-liquid PCB materials, or PCB spills.

2. The DONEE shall post a copy of **Appendix A** at a site visible to any potentially exposed individual. **Appendix A** shall be provided to the primary fire department servicing the ex-MIDWAY and, if applicable, the local emergency planning agency ("LEA") in San Diego no later than the date the vessel arrives in San Diego.

H. Training

1. Although, per Paragraph VII.C.1.b, personnel involved in preparing the ex-MIDWAY to be towed or involved in completing the requirements to open the ex-MIDWAY to the public may enter areas that have not been shown to be 10 ug/100 cm² PCB or less on surfaces, and less than 1ug/m³ PCB in the air, all maintenance workers and tour guides after opening shall be trained on PCB items and non-liquid PCB materials per appropriate sections of the training requirements at 29 C.F.R. § 1910.1200(h) before entering such areas.

2. A manual for this training shall be submitted to Region IX 30 days prior to the commencement of training (or within a time frame mutually agreed to in writing by Region IX and DONEE).

3. This training shall be provided by personnel qualified to recognize PCB items and non-liquid PCB materials. DONEE shall ensure that employees, volunteers, and maintenance workers successfully complete the training course prior to the employee beginning work on the ship and annually thereafter.

4. DONEE shall retain the records of individuals successfully completing the course, and shall produce this information to EPA upon request.

I. New Areas

1. In the event that the DONEE desires to open new areas to the public which have not previously been sampled, the DONEE shall submit a request in writing to Region IX at least 60 days prior to the planned opening. As part of that request, the DONEE shall submit a copy of the

ex-MIDWAY's blueprints or plans with the new areas highlighted in a different color together with a sampling scheme in writing based on the one developed under Paragraph VII.C.3 above.

2. The sampling plan shall include air and surface sampling in the areas that the DONEE wishes to open to the public. The DONEE shall implement the EPA approved sampling plan and provide the sampling results to the Region IX within a time frame mutually agreed to in writing by Region IX and DONEE.

3. Once Region IX reviews and approves the sampling results, the DONEE may proceed with the other requirements specified in this AGREEMENT such as encapsulation.

J. Security

1. Physical access to all areas not designated as accessible to the public on the approved map must be effectively prohibited by the DONEE.

2. These security measures, which must not impede fire escape routes, shall be reported in writing to Region IX at least 30 days prior to commencement of tours, (or within a time frame mutually agreed to in writing by Region IX) and shall be noted on blueprints or maps provided to Region IX.

3. Thirty days prior to commencement of tours (or within a time frame mutually agreed to in writing by Region IX and DONEE), the DONEE shall provide Region IX with written notice of the date that tours are scheduled to begin.

K. Notifications to Consultants, Contractors, Subcontractors, Laboratories, etc.

1. The DONEE shall provide a signed copy of this AGREEMENT to all contractors, subcontractors, laboratories, and consultants retained after the effective date of this AGREEMENT to conduct or monitor any portion of the work to be performed pursuant to this AGREEMENT before such work is commenced.

2. As to existing contracts, the DONEE shall provide a copy of this AGREEMENT to existing contractors within thirty (30) days of the effective date of this AGREEMENT and at least seven days prior to any contract personnel performing PCB maintenance, clean up or disposal activities as specified in this AGREEMENT.

L. Financial Assurance

1. The DONEE shall take all necessary steps and use its best efforts to obtain timely funding to meet its obligations under this AGREEMENT. The DONEE shall obtain adequate financial assurance to cover the obligations detailed in Article VII, Requirements and Deliverables.

2. Additionally, the DONEE shall provide financial assurance for the disposal of any items referenced in Paragraph VII.C.2.a which are to remain on ex-MIDWAY at the onset of this AGREEMENT, but at some later time become designated for disposal.

3. The DONEE acknowledges that regardless of the money budgeted to meet the requirements of this AGREEMENT, the DONEE is responsible for compliance with the terms of this AGREEMENT as well as all other environmental requirements concerning asbestos and the management and disposal of any other environmental contaminants aboard the vessel that may be governed by regulations promulgated under TSCA, the Resource Conservation and Recovery Act (RCRA), the Clean Air Act (CAA), or other applicable Federal or State statutes or regulations which are not addressed in this AGREEMENT.

4. Within 30 days after the effective date of this AGREEMENT, the DONEE shall provide Region IX with documentation that \$6.2 million in loans and community pledges are available to develop the ex-MIDWAY into an aircraft carrier memorial museum and to perform the preparation, maintenance, training, and operating procedures required under this AGREEMENT.

5. The DONEE shall provide written financial assurance of a dedicated budget in the amount of at least \$300,000, which shall not be considered the limit of DONEE's liability, to perform the requirements and deliverables, including the sampling and analysis necessary to perform the baseline sampling, and maintenance of the non-liquid PCB materials as necessary to comply with the terms of this AGREEMENT.

6. This written evidence of financial assurance, including a detailed budget, shall be provided to Region IX for approval at least 90 days prior to commencement of tours.

7. Following the initial \$300,000 set-aside, on the commencement of each fiscal year, beginning in FY 2002, the DONEE shall dedicate a minimum of \$30,000 as supported by a detailed budget, to maintain compliance with the Requirements and Deliverables Section of this AGREEMENT. Both the \$300,000 and \$30,000 amounts shall be adjusted annually for inflation.

8. The use of the fund shall be restricted for the purposes set forth in this AGREEMENT. The DONEE shall provide a letter of credit issued by a federally-insured financial institution in the amount of such reserve fund requirement to be drawn upon in accordance with the terms of this AGREEMENT.

9. The DONEE shall maintain accurate budget information concerning implementation of this AGREEMENT and shall provide this information in writing to Region IX upon request.

M. Ultimate Disposal of the Ex-Midway

1. When the useful life of the ex-MIDWAY as an aircraft carrier memorial museum has expired, the DONEE shall contact the Navy pursuant to the terms of the Donation Contract as restated in the EPA/Navy Transfer AGREEMENT.

2. The DONEE shall also advise EPA in writing at least 60 days prior to disposal of the vessel or return of the vessel to the Navy.

3. Unless the ex-MIDWAY is returned to the Navy, the DONEE shall dispose of any PCBs remaining on the vessel in accordance with the storage and disposal requirements of 40 C.F.R. Part 761.

4. Nothing in this AGREEMENT relieves the DONEE of liability under TSCA or any other environmental statute or regulation for the disposal of the vessel in accordance with environmental laws and regulations.

VIII. INSPECTION

1. The DONEE hereby agrees to allow federal, state, and local inspectors, including EPA, whose inspection would relate in any way to health, safety or environmental conditions, to board the ex-MIDWAY at any time and view any and all portions of the vessel, including any records or documents, and take any samples they deem appropriate.

2. The DONEE also agrees to furnish all documents to Federal, State, or local inspectors upon request, relating in any way to health, safety, or environmental conditions on, or potentially caused by materials from the ex-MIDWAY.

IX. ENFORCEABILITY

1. In the event of noncompliance by the DONEE with any provision of this document, EPA reserves the right to pursue any remedies that it may have under TSCA or any other law for any violations of TSCA described in this AGREEMENT.

2. The DONEE shall provide written notification to be received within 48 hours by Region IX of any known or suspected breach of this AGREEMENT. Failure to do so may itself constitute a material breach of this AGREEMENT.

3. DONEE shall immediately suspend or reroute tours upon request from appropriate EPA personnel as determined by Region IX or EPA Headquarters.

4. In the event of a material breach by the DONEE of the terms and conditions of the AGREEMENT, EPA shall notify the DONEE and afford it an opportunity to correct the problem.

However, if EPA determines that the material breach has created an emergency situation, then EPA may choose to immediately terminate the AGREEMENT and/or pursue any options available to resolve the problem.

5. If the DONEE has failed to correct the problem within a time period specified in writing by EPA, EPA may, at its sole discretion, terminate this AGREEMENT by written notice to the DONEE.

6. The determination of what constitutes a material breach shall be decided by EPA. This paragraph shall not be interpreted to limit EPA authority specified in Article XII, Termination.

X. MODIFICATIONS

1. Modifications to this AGREEMENT may be requested by EPA or the DONEE.

2. Except as otherwise provided herein, all such modifications shall be by mutual agreement of the signatories to this AGREEMENT.

3. All modifications requiring mutual agreement of EPA and the DONEE shall be ineffective unless in writing and shall be effective as of the date the last party affixes its signature.

4. If the law or regulations relating to the matters covered in this AGREEMENT change, both parties reserve the right to request modification to this AGREEMENT to reflect such changes. Failure to agree upon such changes may result in termination of this AGREEMENT by EPA.

XI. PARTIES BOUND AND NOTICE OF TRANSFER

1. The provisions of this AGREEMENT shall apply to and be binding upon the parties to this AGREEMENT and their current and future officers, directors, agents, servants, employees, successors, and assignees in their respective capacity.

2. The undersigned representative of each party to this AGREEMENT certifies that he or she is fully authorized by the party whom he or she represents to enter into the terms and conditions of this AGREEMENT, to execute it on behalf of that party, and to legally bind the party on whose behalf he or she executes this AGREEMENT.

3. No change in ownership, corporate, or partnership status of the DONEE will in any way alter the responsibilities of the DONEE or its successors or assigns under this AGREEMENT.

4. All changes in the current officers, directors, or agents shall be reported to EPA Region IX by written notification within 14 working days of the change. Failure to do so may itself constitute a material breach of this AGREEMENT.

XII. TERMINATION

1. When, in EPA's determination, a concern arises which EPA determines cannot be addressed in Article IX (Enforceability) or Article X (Modification), then EPA may exercise its enforcement discretion and terminate this AGREEMENT. EPA will provide written notice to the DONEE stating its reason for termination.

2. EPA will specify a time for the DONEE to respond prior to the effective date of termination.

XIII. EFFECTIVE DATE

1. This AGREEMENT shall become effective upon execution by authorized representatives of EPA and the DONEE provided that the AGREEMENT between EPA and the Navy addressing the transfer of the ex-USS MIDWAY to the DONEE has been executed.

2. If this AGREEMENT is signed prior to the EPA/Navy AGREEMENT, it does not become effective until the EPA/Navy AGREEMENT is effective.

3. In the event that the authorized representatives of EPA and the DONEE do not execute the AGREEMENT on the same day, the AGREEMENT shall become effective upon the date on which the last party affixed its signature to the AGREEMENT.

XIV. REPORTING AND NOTICES

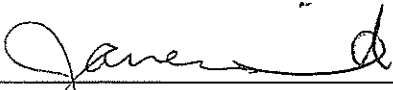
Any reports, notices or questions related to this AGREEMENT should be addressed to the following:

Toxics Office
United States Environmental Protection Agency, Region IX
75 Hawthorne Street
San Francisco, California 94105

Telephone: (415) 947-4184
Facsimile: (415) 947-3583

PCB Program, Toxics Office regarding the ex-USS MIDWAY

THE PARTIES SO AGREE:

for 

Wayne Natri
Regional Administrator
Region IX
U.S. Environmental Protection Agency

8/19/2003

Date

Alan Uke
Chairman
San Diego Aircraft Carrier Museum
San Diego, California

Date

CONCURRENCE:

John Peter Suarez, Assistant Administrator
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency

Date

IN RE:

Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California

TABLE I
Summary of Pre-Opening Activity & Submissions Schedule

	Deadlines	Prior to Opening Requirements & Submissions
1	30 days after arrival in San Diego.	<ul style="list-style-type: none"> Remove PCB Items (VII.B.1), confirm disposal to EPA within 30 days after completion (VII.B.3). Contact EPA if unable to remove. Submit deck plans with tour routes for EPA approval (VII.C.1.c). Submit PCB Sampling Plan for EPA approval (VII.C.3.a). Remove fluorescent lamp ballasts (VII.C.4). Submit Worker Health & Safety Plan to EPA (VII.C.6.a).
2	30 days after EPA approval of sample plan.	<ul style="list-style-type: none"> Execute approved PCB sampling plan (VII.C.3.g). Submit results within 21 days & 60 days before start of tours (VII.3.h).
3	90 days prior to opening.	<ul style="list-style-type: none"> Submit documentation of Financial Assurance & budget to EPA (VII.L.2, 4, 6, 8).
4	60 days prior to opening.	<ul style="list-style-type: none"> Submit list of PCB Items & non-liquid PCB materials to remain on-board to EPA (VII.C.2.a). Submit Schedule of Maintenance & Procedures to EPA (VII.D.1).
5	30 days prior to opening.	<ul style="list-style-type: none"> Encapsulate PCB-suspect non-liquid materials in public access areas (VII.C.5).
6	30 days prior to start of training.	<ul style="list-style-type: none"> Submit copy of Worker Training Manual to EPA (VII.H.2).

Summary of Post Opening Requirements & Submissions

	Activity	Deadlines
1	<ul style="list-style-type: none"> Monthly Maintenance Records. 	Submit to EPA quarterly (VII.D.6)*
2	<ul style="list-style-type: none"> New discoveries of PCB Items & non-liquid PCB materials. 	Report to EPA within 10 days (VII.C.2.b).
3	<ul style="list-style-type: none"> Discoveries of new uses of PCBs. 	Report to EPA within 48 hrs (VII.D.11).
4	<ul style="list-style-type: none"> Post opening sampling shows $>1 \text{ ug/m}^3$ in air or 10 ug/100 cm^2 on surfaces. 	Suspend tours & report to EPA within 48 hrs (VII.C.3.k, l, m. & VII.D.9).
5	<ul style="list-style-type: none"> Request(s) for opening new, previously unsampled areas. 	Submit deck & sampling plan(s) for EPA approval 60 days prior to opening (VII.I.1 & 2).
6	<ul style="list-style-type: none"> Repairs to air handling system. 	Air sample quarterly for one year (VII.D.10).
7	<ul style="list-style-type: none"> Known or suspected breach in Agreement 	Report to EPA within 48 hrs (IX.1 & 2).
8	<ul style="list-style-type: none"> Disposal or return of Vessel to the Navy. 	Inform EPA 60 days prior (VII.M.1 & 2).

* May be renegotiated after one year.

APPENDIX A

PCB FACT SHEET

(Developed as part of the EPA AGREEMENT with the San Diego Aircraft Carrier Museum to permit the continued use of the ex-MIDWAY with unauthorized PCBs.)

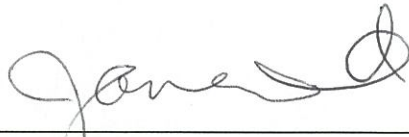
Polychlorinated biphenyls (PCBs) are a toxic environmental contaminant. For information on health effects and toxicity, call the Environmental Protection Agency's TSCA Assistance Information Service at (202) 554-1404.

PCBs have been used, in a liquid form, in the dielectric fluid of electrical transformers, capacitors, oil-filled cable, and fluorescent light ballasts, and in hydraulic systems. PCBs were also added as plasticizers and fire retardants to a variety of commercial products. Most of the regulated liquid PCBs have been removed from the ex-MIDWAY.

The Navy has found that the following items on some vessels constructed before 1979 may contain PCBs in regulated quantities: caulking; felt and rubber ventilation duct flange gaskets; insulation and other non-metallic components of electrical cable; fluorescent light ballast starters and potting material; bulkhead and pipe insulation; foam rubber/plastic/fiberglass/cork anti-sweat insulation used on hull surfaces and cold water piping; other rubber products such as pipe hanger rubber blocks, snubbers, bumpers, shock and vibration mounts, pads, spools, hatch gaskets, O-rings, packing, grommets, etc.; adhesive tape and double-backed adhesive tape; dried aluminized and dried oil-based paint.

The items listed above could be found anywhere on the ex-MIDWAY. Such non-liquid items are generally not marked. The non-liquid items should be maintained intact and in place in their existing locations, unless removal is essential to work being undertaken. If such items are removed, they must be handled, stored, and disposed of as regulated PCB Items in accordance with the requirements of Part 761 of title 40, Code of Federal Regulations, unless tested and found not to contain regulated PCBs.

THE PARTIES SO AGREE:

FW 
Wayne Nasti
Regional Administrator
Region IX
U.S. Environmental Protection Agency

8/19/2003
Date

C.S. Hamilton
RDML USN
Program Executive Officer

CONCURRENCE:

John Peter Suarez, Assistant
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency

Yosh-

Sorry - this is the only original
I have, because of all the faxing
back and forth at the last minute.
I've gotten in touch with the Navy
to try to correct this.

Joye Olin

Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California

08/20/2003 15:32 2027014721

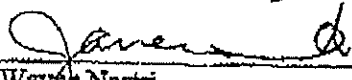
PED_SHIPS PM5470

PAGE 01

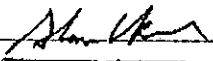
Aug-20-03 03:26pm From:EPA,FEDERAL FACILITIES ENFORCEMENT OFC. 2028010069

T-201 P.020/031 F-835

THE PARTIES SO AGREE:

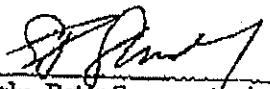
for 
Wayne Natri
Regional Administrator
Region IX
U.S. Environmental Protection Agency

8/19/2003
Date


Alan Uke
Chairman
San Diego Aircraft Carrier Museum
San Diego, California

18 August 2003
Date

CONCURRENCE:

for 
John Peter Suarez, Assistant Administrator
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency

8/20/03
Date

IN RE:

Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California

08/20/2003 15:32 2027014721

PED_SHIPS PMS470

PAGE 01

Aug-20-03 03:26pm From:EPA,FEDERAL FACILITIES ENFORCEMENT OFC. 2026010059

T-101 P.020/031 F-835

THE PARTIES SO AGREE:

Wayne Nasti
for Wayne Nasti
Regional Administrator
Region IX
U.S. Environmental Protection Agency

8/19/2003
Date

Alan Uke
Alan Uke
Chairman
San Diego Aircraft Carrier Museum
San Diego, California

18 August 2003
Date

CONCURRENCE:

John Peter Suarez
for John Peter Suarez, Assistant Administrator
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency

8/20/03
Date

IN RE:

Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California

COMPLIANCE AGREEMENT

between the

UNITED STATES NAVY

and the

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

WASHINGTON, D.C.

Toxic Substances Control Act

IN RE:

**Transfer of the ex-USS Midway from the Navy to the
USS MIDWAY Museum of San Diego, California**

TABLE OF CONTENTS

	<u>TITLE</u>	<u>PAGE</u>
I.	Parties	1
II.	Purpose	1
III.	Covered Matters	1
IV.	Background and Statement of Facts	1
V.	Requirements and Deliverables	3
VI.	Enforceability	6
VII.	Termination	6
VIII.	Effective Date	6

COMPLIANCE AGREEMENT
between the
UNITED STATES NAVY
and the
UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

I. PARTIES

The United States Environmental Protection Agency ("EPA") and the United States Navy (the "Navy") are parties to this Compliance Agreement ("COMPLIANCE AGREEMENT" or ("AGREEMENT")).

II. PURPOSE

This AGREEMENT relates to the transfer of the ex-USS MIDWAY (CV 41) from the Navy to the San Diego Aircraft Carrier Museum of San Diego, California (hereinafter referred to as the "DONEE") for use as a static museum/memorial pursuant to EPA's AGREEMENT with the DONEE concerning this continued use.

III. COVERED MATTERS

1. This AGREEMENT addresses steps the Navy shall take respecting the transfer of the ex-USS MIDWAY (or the "Vessel") to the DONEE in light of the presence on the ex-USS MIDWAY of polychlorinated biphenyls ("PCBs").

2. If the Navy abides by the terms of this AGREEMENT, EPA agrees not to institute an enforcement action against the Navy for the violation of PCB regulatory requirements under the Toxic Substances Control Act, 15 U.S.C. §§ 2601 et seq ("TSCA"), in transferring the ex-USS Midway to the DONEE.

3. This AGREEMENT does not address, or represent any form of agreement regarding EPA enforcement response for any other possible violations of EPA regulations by the Navy.

4. A separate EPA/DONEE AGREEMENT will address the conditions which the DONEE must meet to reduce the risks to human health or the environment associated with the continued presence of PCBs on the ex-USS Midway.

COMPLIANCE AGREEMENT
between the
UNITED STATES NAVY
and the
UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

I. PARTIES

The United States Environmental Protection Agency ("EPA") and the United States Navy (the "Navy") are parties to this Compliance Agreement ("COMPLIANCE AGREEMENT" or "AGREEMENT").

II. PURPOSE

This AGREEMENT relates to the transfer of the ex-USS MIDWAY (CV 41) from the Navy to the San Diego Aircraft Carrier Museum of San Diego, California (hereinafter referred to as the "DONEE") for use as a static museum/memorial pursuant to EPA's AGREEMENT with the DONEE concerning this continued use.

III. COVERED MATTERS

1. This AGREEMENT addresses steps the Navy shall take respecting the transfer of the ex-USS MIDWAY (or the "Vessel") to the DONEE in light of the presence on the ex-USS MIDWAY of polychlorinated biphenyls ("PCBs").

2. If the Navy abides by the terms of this AGREEMENT, EPA agrees not to institute an enforcement action against the Navy for the violation of PCB regulatory requirements under the Toxic Substances Control Act, 15 U.S.C. §§ 2601 et seq ("TSCA"), in transferring the ex-USS Midway to the DONEE.

3. This AGREEMENT does not address, or represent any form of agreement regarding EPA enforcement response for any other possible violations of EPA regulations by the Navy.

4. A separate EPA/DONEE AGREEMENT will address the conditions which the DONEE must meet to reduce the risks to human health or the environment associated with the continued presence of PCBs on the ex-USS Midway.

IV. BACKGROUND and STATEMENT OF FACTS

1. According to the Navy, in 1989 the Navy discovered the presence of wool felt on submarines and surface ships in its fleet with PCB concentrations of up to 30% by weight. The felt was used in a number of applications including acoustical damping material on submarines, gasket material in the joints of ventilation ducts, faying or insulation material between dissimilar metals, and machinery mount insulation.

2. Prior to the 1989 discovery of this felt on its ships, the Navy affirms that it had no knowledge that it was using PCBs in the applications described above. The felt material was procured from 1948 until the late 1970s under specifications that required a fire retardant. It was used during both new construction and repair of vessels in a variety of applications, and, in some cases, may have been installed in older ships during periodic overhauls and maintenance. The ex-USS MIDWAY contains this felt material.

3. In 1990 and later, the Navy contends that it discovered that various solid materials, found on Navy ships and in other non-maritime and non-military industrial applications, may contain regulated PCBs. Such materials include: caulking; felt and rubber ventilation duct flange gaskets; insulation and other non-metallic components of electrical cable; fluorescent light ballast starters and potting material; bulkhead and pipe insulation; foam rubber/plastic/cork anti-sweat insulation used on hull surfaces and cold water piping; other rubber products such as pipe hanger rubber blocks, snubbers, bumpers, shock and vibration mounts, pads, spools, hatch gaskets, O-rings, packing, grommets, etc.; adhesive tape and double-backed adhesive tape; aluminized paint; gloss oil-based paint; and oils and greases.

4. The ex-USS MIDWAY contains some or all of these materials. Based on the results of a Navy's PCB sampling survey on the ex-USS MIDWAY, some of these materials were found to contain PCBs in a range of less than 1 part per million ("ppm") to 560,000 ppm.

5. However, this sampling survey is not a complete characterization of the extent of PCBs in these materials on the ex-USS MIDWAY, and other materials of these types may exist on the ex-USS MIDWAY with PCB concentrations that exceed these ranges.

6. These PCBs and PCB items are regulated by EPA under 40 C.F.R. Part 761. Such PCBs and PCB items, at concentrations 50 ppm or greater, may only be used in a totally enclosed manner (40 C.F.R. § 761.20(a)) within the United States unless otherwise authorized by EPA under TSCA. The uses described above may not be totally enclosed and therefore may not be authorized by EPA.

7. The Navy advises EPA that when the ex-USS MIDWAY was placed on inactive status on March 1, 1992, the Navy conducted the following activities: a) a ship-wide PCB inventory, b) removal of leaking electrical equipment, c) clean up of spills in accordance with the provisions of 40 C.F.R. Part 761, d) inventorying and labeling of non-leaking PCB items left intact, and

e) testing of hydraulic and heat transfer systems and, if their fluids tested above 50 ppm PCB, draining and possibly retro-filling.

8. The Navy has provided EPA and the DONEE with a preliminary inventory and sampling/survey data of other known or potential PCB items onboard the ex-USS MIDWAY.

9. Under 10 U.S.C. Section 7306, the Navy is authorized to donate ships to state governments and non-profit organizations for use as museums and memorials.

V. REQUIREMENTS AND DELIVERABLES

1. Pursuant to this statutory authority, the Navy advises EPA that it intends to transfer the ex-USS MIDWAY to the DONEE for use as a memorial and museum under Contract No. N00024-03-C-0201 ("Donation Contract") which is the sole legal document evidencing title transfer from the Navy to the DONEE.

2. This Donation Contract shall require the DONEE to maintain the ex-USS MIDWAY in a condition satisfactory to the Navy including the management of the ex-USS MIDWAY in accordance with the requirements as established by the agreement between the DONEE and EPA ("EPA/DONEE AGREEMENT") and require the DONEE, including any successor in interest, to:

a) maintain the Vessel in a condition satisfactory to the Secretary of the Navy in such a manner that it will not cast discredit upon the Navy or upon the proud tradition of the Vessel, and will not allow the Vessel to become a menace to navigation, public health or safety,

b) allow Federal, State, and local inspectors, including EPA, access to all of the DONEE'S records, documents, and facilities, including the right to perform inspections annually or as determined necessary by the Navy, to assure that the information provided to such authorities is accurate and in compliance with the terms of this contract,

c) acknowledge that PCBs are present on the Vessel and that the use of many of the PCB items on the Vessel is not authorized by TSCA or the regulations implementing it,

d) further acknowledge that the PCB items require special precautions to ensure against risks to health and the environment,

e) agree to manage all items on board the Vessel in accordance with the provisions of Paragraphs V.2. a thru V.2.i. except as provided by the EPA/DONEE AGREEMENT.

f) take all steps necessary to comply with any written directions or instructions that the Navy may prescribe for the protection, preservation, maintenance and repair of the Vessel,

g) comply with all Federal, State and local laws and regulations in force, or that may be enacted or issued in the future, with respect to the preservation, documentation and display of the Vessel and its equipment, including those relating to public safety, protection of the environment, and historic preservation,

h) obtain all certificates, licenses and permits required by law or regulation from the appropriate authorities,

i) obtain written approval from the Secretary of the Navy or his authorized representative prior to any significant change in the movement, operation, use, management or maintenance of the Vessel and its equipment,

j) not transfer or otherwise dispose of the Vessel or any part of the Vessel or any interest the DONEE may have unless the prior written consent of the Secretary of the Navy or his authorized representative has been obtained,

k) require any successor in interest or manager of the Vessel to comply with all provisions of this contract, and

l) notify the Navy should the DONEE or successor no longer be able or willing to maintain the ex-USS MIDWAY as a museum and memorial.

3. Prior to transfer of title to the ex-USS MIDWAY to the DONEE, the Navy shall provide written notification to the DONEE and EPA that the PCB items on board the ex-USS MIDWAY are regulated under TSCA and that their continued presence on the ex-USS MIDWAY may not be authorized under TSCA.

4. Before transferring title of the ex-USS MIDWAY to the DONEE, the Navy shall provide written notification to the DONEE and EPA of known or potential PCB items on the ship. This notification shall be in the form of a final inventory which lists the item, equipment ID number, quantity, cabinet, status, location compartment, serial number and kilograms of fluid or PCB material and any other "remarks", which shall describe what the item is, and what is known about its PCB content.

5. Any survey or sampling results conducted by the Navy or under the direction of the Navy, or conducted by any third party, concerning PCBs on the ex-USS MIDWAY shall be provided to EPA and the DONEE along with this inventory. A final version of this inventory and the sampling/survey data (if different from the ones that were initially provided by the Navy) shall be provided to EPA and the DONEE prior to transferring title to the vessel.

6. The Donation Contract shall require that the DONEE allow the Navy to conduct inspections annually or as determined necessary by the Navy to ensure that the ex-USS MIDWAY is appropriately maintained and operated in accordance with the Donation Contract.

7. The Donation Contract shall provide for the Navy to terminate the Contract and reassume title to the Vessel in any case in which the DONEE does not meet its obligations under the Donation Contract including obligations under the EPA/DONEE AGREEMENT.

8. In the event the DONEE, or its assigns, fails to perform the obligations assumed under this contract, or obligations under the EPA/DONEE AGREEMENT, the Navy, upon notification and request by EPA, shall work with the DONEE and EPA to resolve these non-compliance issues through remedies available to the Navy under the Donation Contract, including

reassumption by the Navy of possession and title to the ex-USS MIDWAY if EPA determines that the conditions of non-compliance by the DONEE present an unreasonable risk to human health or the environment.

9. The DONEE shall have ninety (90) days from the date of receipt of any written notice(s) to cure violations or deficiencies set forth in the notice or to begin diligent efforts to effect any cure which may require more than 90 days to complete.

10. If, at the end of such time, it appears to the Secretary of the Navy, or his authorized representative, that the violations have not been cured, then the Donation Contract may be terminated, in which event the DONEE shall forfeit to the Navy any and all rights that it may have in the Vessel, including rights in any improvements made to the Vessel or fixtures attached by the DONEE, as the Secretary of the Navy or his duly authorized representative may decide, and if the Secretary of the Navy or his duly authorized representative so directs, shall transfer title and return the Vessel to the Navy at no cost to the Navy.

11. Secretary of the Navy or his duly authorized representative may terminate this Donation Contract, provided that written notice to terminate, specifying the particulars wherein it is claimed that this Donation Contract has been violated, is transmitted by registered mail to the DONEE.

12. If the donation contract is terminated for cause, title to the Vessel shall revert to the Navy without further remediation or removal of environmental encumbrances that were associated with the Vessel at the time of original donation, provided that any such existing encumbrances whose condition has deteriorated as a consequence of the DONEE's possession of the vessel shall be remediated to the satisfaction of the Navy at no cost to the Navy.

13. If EPA terminates the EPA/DONEE AGREEMENT, and such termination is based on an EPA determination that there is an unreasonable risk to human health or the environment from the PCBs on the ex-USS MIDWAY, then the Navy, upon notification and request by EPA, will reassume title and possession to the ex-USS MIDWAY or ensure that all PCBs are managed or disposed of pursuant to 40 C.F.R. Part 761.

14. In the event the Vessel becomes a hazard to navigation, public health, safety or property, or in the event insurance coverage is not paid or is permitted to lapse, the Secretary of the Navy or his authorized representative may terminate this Donation Contract immediately.

15. In the event per Paragraph V.2. 1., the DONEE notifies the Navy that they are no longer able, or willing to maintain the ex-USS MIDWAY as a museum or memorial, the Navy shall either reassume title and possession to the ex-USS MIDWAY or ensure that all PCBs are managed or disposed of pursuant to 40 C.F.R. Part 761.

16. Nothing in this Compliance AGREEMENT relieves the Navy of the responsibility for the disposal of PCBs from the ex-USS MIDWAY in accordance with 40 C.F.R. § 761.60, regardless of who initiates disposal.

17. Nothing in this AGREEMENT addresses EPA's potential enforcement response for the DONEE'S violation of TSCA or any other law.

VI. ENFORCEABILITY

1. In the event of a material breach by the Navy of any term or condition of this AGREEMENT, or for other cause, EPA shall notify the Navy and afford the Navy a reasonable opportunity under the circumstances, as determined by EPA, to correct the problem.

2. If EPA considers the material breach or other cause to remain, then EPA may, at its sole discretion, terminate this AGREEMENT by written notice to the Navy. EPA may then take appropriate enforcement action for any violations of TSCA.

3. The Navy shall provide written notification to EPA's Federal Facilities Enforcement Office of any known or suspected breach of this AGREEMENT within five (5) days of the breach or suspected breach. Failure to do so by the Navy may constitute a material breach of this AGREEMENT.

VII. TERMINATION

This AGREEMENT shall terminate upon the Navy's reassumption of title to the ex-USS MIDWAY.

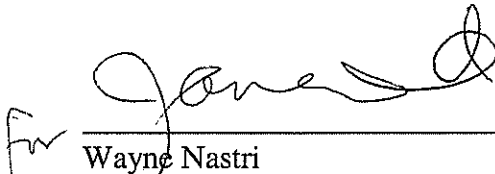
VIII. EFFECTIVE DATE

1. This AGREEMENT shall become effective upon execution by authorized representatives of EPA and the Navy provided that EPA and the DONEE have executed the EPA/DONEE AGREEMENT addressing the management of PCBs on the ex-USS MIDWAY.

2. If this AGREEMENT is signed prior to the EPA/DONEE AGREEMENT, it does not become effective until the EPA/DONEE AGREEMENT is effective.

3. If the EPA/DONEE AGREEMENT is effective prior to prior to execution of this AGREEMENT, this AGREEMENT shall become effective upon the date on which the last party affixes its signature to the AGREEMENT.

THE PARTIES SO AGREE:



Wayne Nasti
Regional Administrator
Region IX
U.S. Environmental Protection Agency

8/19/2003

Date

C.S. Hamilton
RDML USN
Program Executive Officer Ships

Date

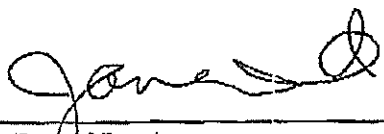
CONCURRENCE:

John Peter Suarez, Assistant Administrator
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency


Date

IN RE:
Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California

THE PARTIES SO AGREE:


FW 
Wayne Natri
Regional Administrator
Region IX
U.S. Environmental Protection Agency

8/19/2003
Date


C.S. Hamilton
RDML USN
Program Executive Officer Ships

8/20/03
Date

CONCURRENCE:

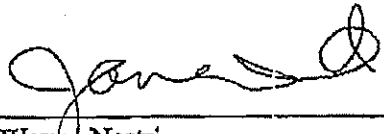
JS 
John Peter Suarez, Assistant Administrator
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency

8/20/03
Date


IN RE:

Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California

THE PARTIES SO AGREE:


For 
Wayne Natri
Regional Administrator
Region IX
U.S. Environmental Protection Agency

8/19/2003
Date


C.S. Hamilton
RDML USN
Program Executive Officer Ships

8/20/03
Date

CONCURRENCE:

for 
John Peter Suarez, Assistant Administrator
Office of Enforcement and Compliance Assurance
U.S. Environmental Protection Agency

8/20/03
Date

IN RE:

Transfer of the ex-USS MIDWAY from the Navy to
San Diego Aircraft Carrier Museum of San Diego, California



Joyce Olin

10/01/2001 02:00 PM

To: Yoshiro Tokiwa/R9/USEPA/US@EPA
cc: Marie Muller/DC/USEPA/US@EPA
Subject: Re: USS Midway Draft Compliance Agreement

I didn't have any comments at this point. But we had a question. The Agreements pretty much mirror the New Jersey Agreements. Does this mean that the vessel is the same class, and therefore the same cleanup/management requirements apply. Did you get an opportunity to inspect the vessel to make sure that what we are asking them to do is adequately protective?

A few editorial comments:

Par.3 "PCBS" should be changed to "PCBs"

Also, first and second paragraph should probably be closed up. Generally, a numbered section is one paragraph. By separating it out, it seems as though it should have a separate number. Same comment applies to pars. 5 and 6.

Par. 10 The sections titled Responsibility of the Donee, Toxic Substances, Termination and Historic Preservation came out of the Navy/Donee Agreement, therefore, I believe they should be numbered differently. It looks as though there may have been different language from the Navy for the Midway transfer, but I think the Termination section should be labeled (a) - (e) and the Requirements and Deliverables section should be numbered 11. as that is where our language resumes.

At this point, signer for EPA will be Sylvia Lowrance, Acting AA for the Office of Enforcement and Compliance Assurance.

Please give me a call if this is confusing!!!!

Maybe we should talk about this?

Joyce Olin
US Environmental Protection Agency
1200 Pennsylvania Avenue
Mail Code 2261A
Washington, D.C. 20460
202 564-2772
202 501-0644 (fax)
Yoshiro Tokiwa

Yoshiro Tokiwa
10/01/01 01:30 PM

To: Joyce Olin/DC/USEPA/US@EPA
cc: Marie Muller/DC/USEPA/US@EPA
Subject: USS Midway Draft Compliance Agreement

Joyce, a belated welcome back. Sorry I didn't have the opportunity to state so at one of the Sept 18/19 conference calls on the Mare Island transfer issue. About a month ago (August 18), I e-mailed Marie concerning comments she had regarding our draft USS Midway agreement with a request to e-mail me those suggestions. Marie responded since you were back, you might also have some comments.

The Midway people have been bugging me the last couple of months stating that some of the financial pledgees/backers are starting to question the status and time schedule of EPA's approval for transfer and the timeline for the vessel's transfer to the San Diego Aircraft Museum. Besides coming back to a ton of e-mails, I realize the Mare Island issue suddenly, like for us also, took center stage. We would



Joyce Olin

03/05/2001 08:00 AM

To: Yoshiro Tokiwa/R9/USEPA/US@EPA
cc: Max Weintraub/R9/USEPA/US@EPA
Subject: Re: San Diego Aircraft USS Midway

I would think it would be a good idea to take a look at the vessel while you have the chance. I think there is every likelihood that a compliance agreement would be approved if Navy meets the kinds of requirements they agreed to with respect to the New Jersey. If you would like, I will fax you a copy of that Agreement so you can get an idea of what was involved.

Joyce Olin
US Environmental Protection Agency
1200 Pennsylvania Avenue
Mail Code 2261A
Washington, D.C. 20460
202 564-2772
202 501-0644 (fax)
Yoshiro Tokiwa

Yoshiro Tokiwa
03/05/01 10:25 AM

To: Joyce Olin/DC/USEPA/US@EPA
cc: Max Weintraub/R9/USEPA/US@EPA
Subject: San Diego Aircraft USS Midway

The San Diego Aircraft Carrier group is negotiating with the Navy for the USS Midway for a museum in San Diego. The group's timeline calls for the ship to be moved from Bremerton to San Diego in August. I recall because of concerns regarding the issuance of "compliance agreements," there were to be no more agreements after the USS Missouri and the USS Hornet. Then the USS New Jersey agreement went through indicating in essence that the this policy was no longer operative.

Next week, I will be attending Region 10's one week classes on Electrical Utility System Operation and Electrical Distribution Systems. I thought this would be a good opportunity to inspect the Midway and determine if the PCB sampling plan they have developed comports with what I find on the vessel.

So the question is what is the likelihood of a "compliance agreement" and whether I would be wasting a day to inspect the Midway. The inspection is scheduled for this coming Saturday so I need to know today. Thanks!

By the way, in making arrangements to enter the Midway on Saturday, the Navy called and indicated that as yet, the San Diego group does not have a viable financial assurance. The San Diego group assures me that they now have \$3.5 million and are actively seeking a couple million more, and that California's two senators (Feinstein & Boxer) will be supporting the transfer.

September 27, 2000

San Diego Aircraft Carrier Museum
1355 North Harbor Drive
San Diego, CA 92101

Paula Bisson
Chief, Toxics Section
USEPA Region IX
75 Hawthorne Street
San Francisco, CA 94105-3901

Dear Paula,

This is in response to your letter of August 11, 2000 requesting technical information about the USS MIDWAY. Enclosures are provided as follows, indexed to your paragraph numbers:

1. Results of past surveys for PCB-containing equipment and non-liquid materials. Response: A two page list of items surveyed during the 1993 PCB NAVY inspection of MIDWAY is provided as enclosure 1. It is believed to be comprehensive.
2. Results of any samples for PCBs in liquids and solid materials and wipe samples of oil stains, spots and surfaces where PCBs were spilled or where PCB-containing solid materials were removed. Response: No Navy wipe samples have been taken from MIDWAY. No enclosure 2 is required.
3. Records of past ship renovations and modernization activities. Response: A four page detailed narrative of MIDWAY's modernization history is provided as enclosure 3.
4. Drawings of the MIDWAY. Response: Drawings of the MIDWAY were mailed to Mr. Tokiwa on September 20 providing the following information:
 - a. plan views for each deck of the museum
 1. all island levels
 2. flight deck
 3. gallery deck
 4. forecastle deck
 5. hangar deck
 6. second deck
 7. first platform
 - b. plan views above were color coded to denote public access

c. plan views above were color coded to denote past ship renovations and overhauls

4d. Timeline for moving the MIDWAY from Bremerton to San Diego.

Response: A timeline is provided as enclosure 4d.

4e. A narrative description of the ship and the ship Response: Provided as enclosure 4e.

If you have any questions concerning the materials provided please contact Mr Pete Clayton at (510) 521-8448 extension 224.



I. B. Clayton



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION IX

75 Hawthorne Street
San Francisco, CA 94105-3901

AUG 11 2000

RADM Riley D. Mixson
Executive Director
San Diego Aircraft Carrier Museum
1355 North Harbor Drive
San Diego, CA 92101

Dear RADM Mixson:

This is in response to your July 27, 2000 letter from Mr. Flohr requesting EPA concurrence concerning the transfer of the US aircraft carrier USS Midway CV-41 being donated to your organization under the US Navy's NAVSEA Naval Ship Donation Program.

As you know, most naval combat vessels used equipment as well as a wide range of solid materials containing regulated levels of PCBs. The use, distribution in commerce, and disposal of PCBs are regulated under 40 C.F.R. Part 761 of the Toxic Substances Control Act (TSCA). In order to allow transfer and continued use of TSCA regulated materials on the Midway, a Compliance Agreement between EPA and your organization will be needed. In order to initiate this agreement, we need copies of any information concerning the following topics:

1. Results of past surveys for PCB-containing equipment and non-liquid materials.
2. Results of any samples for PCBs in liquids and solid materials and wipe samples of oil stains, spots and surfaces where PCBs were spilled or where PCB-containing solid materials were removed..
3. Records of past ship renovations and modernization activities.
4. Drawings of the Midway showing:
 - a. Plan views for each deck with each area and compartment identified.
 - b. Plan views of decks showing areas in color where you expect the public to have access and the museum staff to occupy.
 - c. Plan views showing the locations of past ship renovations and overhauls.

d. Time line for when you anticipate moving the vessel from Bremerton to San Diego.

e. A narrative description of the ship and the ship's history.

If you have any questions concerning the materials needed for your agreement and its requirements, please feel free to contact Yosh Tokiwa of my staff at 415/744-1118 or Max Weintraub at 415/744-1129.

Sincerely,



Paula Bisson
Chief
Toxics Section

cc: Mardis Coers, DTSC
David Flohr, SDACM
Pete Clayton

~~Mr.~~ RADM Riley D. Mixson
Executive Director
San Diego Aircraft Carrier Museum
1355 North Harbor Drive
San Diego, CA 92101

RADM
Dear ~~Mr.~~ Mixson:

This is in response to your July 27, 2000 letter from Mr. Flohr requesting EPA concurrence concerning the transfer of the US aircraft carrier USS Midway CV-41 being donated to your organization under the US Navy's NAVSEA Naval Ship Donation Program.

As you know, most naval combat vessels used equipment as well as a wide range of solid materials containing regulated levels of PCBs. The use, distribution in commerce, and disposal of PCBs are regulated under 40 C.F.R. Part 761 of the Toxic Substances Control Act (TSCA). In order to allow transfer and continued use of TSCA regulated materials on the Midway, a Compliance Agreement between EPA and your organization will be needed. In order to initiate this agreement, we need copies of any information concerning the following topics:

1. Results of past surveys for PCB-containing equipment and non-liquid materials.
2. Results of any samples for PCBs in liquids and solid materials and wipe samples of oil stains, spots and surfaces where PCBs were spilled or where PCB-containing solid materials were removed..
3. Records of past ship renovations and modernization activities.
4. Drawings of the Midway showing:
 - a. Plan views for each deck with each area and compartment identified.
 - b. Plan views of decks showing areas in color where you expect the public to have access and the museum staff to occupy.
 - c. Plan views showing the locations of past ship renovations and overhauls.

MAIL CODE	CMD-4-2	CMD-4-2				
SURNAME	TOKIWA	RADOM				
DATE	8/14/00	8/10/00				

U.S. EPA CONCURRENCES

OFFICIAL FILE COPY



It has been said...

... that whenever the USS Midway crew was asked to accomplish a task, no matter how difficult or dangerous, somehow, almost by magic, the goal was accomplished. As a former Commanding Officer of Midway, I saw the *magic* at work time and time again.

I'm happy to tell you that Midway Magic is still alive and well.

As you may be aware, we are working toward the day when Midway will be permanently moored at Navy Pier in San Diego's Harbor. It is fitting that a "Navy Town" like San Diego should honor the men and women of the Navy through such an undertaking.

With the hope that you hold the same level of interest in seeing Midway become a part of our San Diego scene, I am enclosing information on a program called the *Midway Magic Circle of Friends*.

Through the *Circle of Friends*, you can play an important part in this historic quest to honor those who have served in the military throughout the world through establishment of Midway as a world-class naval history museum and education complex. Each level of the *Friends* program offers benefits designed to keep you advised and involved in the exciting developments as we move toward the day when Midway leaves Bremerton, Washington on her way to San Diego.

As you review the enclosed brochure that describes each level of participation in the *Friends*, I hope you will find that this provides a tangible way for you to express your interest in our efforts.

With your help, Midway Magic will continue to thrive. I hope you will join our *Friends* today. Thank you.

Sincerely,
RADM Riley Mixson, USN (Ret.)
Executive Director

PS: You can make a secure online donation at www.midway.org

The San Diego Aircraft Carrier Museum is a registered nonprofit organization.
Your donation is tax deductible to the fullest extent of the law.

Mailing address
1355 N. Harbor Dr.
San Diego, CA 92101
(619) 702-7700

WELCOME TO THE
Midway Magic
 CIRCLE OF FRIENDS








































When you become a supporter of Midway Magic through the Circle of Friends, you demonstrate in a tangible way your commitment to honoring the United States military and the history of the USS Midway.

We invite you to review the suggested levels of participation in the Friends organization and the benefits that accrue to those who decide to become a Midway Magic Friend.

Simply make your selection and return this form along with your tax-deductible check (or indicate your credit card preference) in the enclosed reply envelop. I will be honored to include you in our Midway Magic Circle of Friends.

RADM Riley Mixson, USN (Ret.)
 Executive Director
 San Diego Aircraft Carrier Museum

Join the
CIRCLE of FRIENDS

Admiral's Circle	Captain's Circle	Commander's Circle	Chief's Circle	Crew's Circle	BENEFITS FOR OUR CIRCLE OF FRIENDS
					Special Dinner with Board of Directors and dignitaries during Grand Opening Ceremonies
					Invitation to Grand Opening Events
					Subscription to Midway Magic Newsletter
					Recognition in the Midway Magic Newsletter
					Special "insiders reports" as important development occur
					Exclusive Events for Captains and Admirals Circle Members
					A personalized recognition award appropriate to your level of giving
					Your name inscribe on a special Charter Member Plaque Located in a prominent location on board
					Your name penned into the Log of Honor and Placed in the Museum Library
					Special Midway Magic polo shirt
					Exclusive USS MIDWAY travel mug for your home or office
					Special lapel pin designating you as a Midway Magic Circle of Friends supporter

Visit our web site at: www.midway.org

- ❑ **Admiral's Circle (\$2,500)**
- ❑ **Captain's Circle (\$1,000)**
- ❑ **Commander's Circle (\$250)**
- ❑ **Chief's Circle (\$150)**
- ❑ **Crew's Circle (\$100)**

- ☐ Quarterly
- ☐ Monthly

Or Charge my credit card (Circle One)
MasterCard Visa AMEX

Name _____

Address

City, State

Zip

Phone

Email

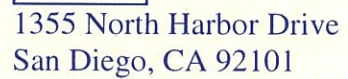
Treasurer

Mr. Vincent Benstead
RADM Raymond W. Burk, USN (Ret)
Mr. Malin Burnham
MAJGEN Bobby Butcher, USMC (Ret.)
CAPT Richard Cloward, USN (Ret.)
COL Joseph Craver, USAF (Ret)
Mr. John DeBlanc
CDR Jim DiMatteo, USNR
Kathy DiMatteo, CPA
Mr. Edward L. Fike
Mr. William M. Gershen
Mr. Alton K. Halso, Jr.
Mr. Charles Hansen
Mr. John S. Hawkins
CAPT Walter Lester, USN (Ret.)
CAPT Peter L. Litrenta, USN (Ret)
Mr. Roger McTighe
Mr. David Mirisch
Mr. Jack H. Morse
CAPT. Morris Peelle, USN (Ret.)
Mr. Reint Reinders
Ms. Patricia L. Roscoe
Mr. Bob Shumake
CAPT Charles Smiley, USN (Ret.)
Mr. Lincoln R. Ward

1355 North Harbor Drive
San Diego, CA 92101
www.midway.org

**Your Invitation
to be part
of the**

**MIDWAY
MAGIC**
Circle of Friends



Address Service Requested

Non-Profit Org
U.S. Postage
PAID
San Diego, CA
Permit #01253

#####AUTOMIXED AADC 901
YOSH TOKIWA
ENVIRONMENTAL PROTECTION AGENCY
75 HAWTHORNE ST # A-44
SAN FRANCISCO CA 94105-3920



Board of Directors

Vincent Benstead, CPA
LTCOL Bruce Bleakley, USAF (Ret.)
RADM Raymond W. Burk, USN (Ret.)
Mr. Malin Burnham
Richard Burt, Esq.
MAJ GEN Bobby G. Butcher, USMC (Ret.)
CAPT Richard Cloward, USN (Ret.)
Ms. Midge Costanza
Mr. Joseph Craver, COL USAF (Ret.)
Mr. John DeBlanc
LCDR Jim DiMatteo, USNR
Mrs. Kathy DiMatteo
Mr. Edward L. Fike
CDR David L. Flohr, USNR (Ret.)
Mr. William M. Gershen
Mr. Alton K. "Chuck" Halso, Jr.
Mr. Charles Hansen
Mr. John Hawkins
GEN Joe Hoar, USMC (Ret.)
CAPT John H. Iarrobino, USN (Ret.)
Mr. Dennis Kenneally
CAPT Peter L. Litrenta, USN (Ret.)
Mr. Roger McTighe
Mr. David Mirisch
RADM Riley Mixson, USN (Ret.)
Mr. Jack H. Morse
Mr. Reint Reinders
Ms. Patricia L. Roscoe
Mr. Bob Shumake
Mr. Alan K. Uke
Mr. Lincoln R. Ward
Lt. Col. Chuck Zangas, USMC

Thursday, July 27, 2000

Mr. Yosh Tokiwa
Environmental Protection Agency
75 Hawthorne Street, A-44
San Francisco, CA 94105
Fax: 415-744-1073

Dear Mr. Tokiwa:

As you know, the San Diego Aircraft Carrier Museum has requested the donation of the USS MIDWAY (CV-41) from the Naval Ship Donation program under NAVSEA. In addition to working with Tom Demas of NAVSEA, we continue to work with state and local agencies to complete the necessary approvals for bringing MIDWAY to San Diego and mooring her at Navy Pier 11A in San Diego Bay.


Over the past few weeks, we have made significant progress in garnering these approvals. We are prepared to move forward with the Environmental Protection Agency (EPA) requirements. We welcome working with you and your organization to prepare an agreement outlining our responsibilities under the EPA as custodians of this historic vessel.

Please reply with the necessary information so that we may begin the EPA approval process. Correspondence may be sent to:

RADM Riley D. Mixson, USN (Ret.), Executive Director
San Diego Aircraft Carrier Museum
1355 North Harbor Drive
San Diego, CA 92101

We appreciate your assistance in our efforts to bring the USS MIDWAY to San Diego.

Sincerely,


David L. Flohr
Secretary

CC: Pete Clayton

1355 North Harbor Drive, San Diego, CA 92101, (619) 702-7700, Fax (619) 238-1200

Advisory Council

Mr. Raymond Ashley * RADM Jack Batzler USN (Ret) * Mr. Gary Biszantz * Mr. P.E. "Gene" Boehmke
RADM Bruce R. Boland USN (Ret) * RADM Roger Box USN (Ret) * CDR James R. Brooke, Ph.D. USN (Ret)
Mr. Joseph Carlini * Mr. J. Dallas Clark * The Honorable Greg Cox * Mr. Arthur E. Engel * VADM Jack Fetterman USN (Ret)
Ms. Joyce Flannery * Mr. Joseph S. Francis * CDR Guy H. Freeborn USN (Ret) * Mrs. Jenny D. Freeborn
VADM Howard E. Greer USN (Ret) * Mr. Al Hatfield * Mr. Roger Hedgecock * Mr. Keith A. Johnson * Mr. Wesley Johnson
Mr. Scott A. Jones * Mr. Samuel J. Kahn * Mr. Ronald Kendrick * Mr. Al Kercheval * Mr. Herbert G. Klein * Sheriff Bill Kolender
Mr. Ahmed Mahrous * Mr. Doug Manchester * Mr. Barry McComic * Mr. Michael McKinnon, Sr. * Ms. Sandy McKinnon
Ms. Becky Moores * Mr. John Moores * Mr. Douglas O. Myers * Mr. Glenn Napierskie * Mr. John R. Nersesian * Mr. David Nuffer
Ralph R. Ocampo, M.D. * Chief Robert Osby * Mr. Charles T. Owen * Mr. Oscar Padilla * Mr. Allen E. Paulson * Mr. L. Robert Payne
Mr. Peter Peckham * Mr. Bob Petersen * Mr. Alan Randle * Mrs. Carolyn D. Ridgeway * The Honorable Ron Roberts
CDR Howard Ruggles USN (Ret) * Mr. Jerry Sanders * CAPT Walter M. Schirra USN (Ret) * Mr. Don C. Sherman
The Honorable Pam Slater * Mr. Lorin Stewart * Mrs. Marguerite Stitt * Mr. Thomas Sudberry
Ms. Anne C. Taubman * Mr. Steve Terris * Mr. Joe Terzi * Mr. Ray Warren * Mr. Robert J. Watkins
RADM Hugh Webster USN (Ret) * Mr. Mark Wolfe * Mr. Walter J. Zable



Mr. Yosh Tokiwa
Environmental Protection Agency
75 Hawthorne Street, A-44
San Francisco, CA 94105

94105+3920 



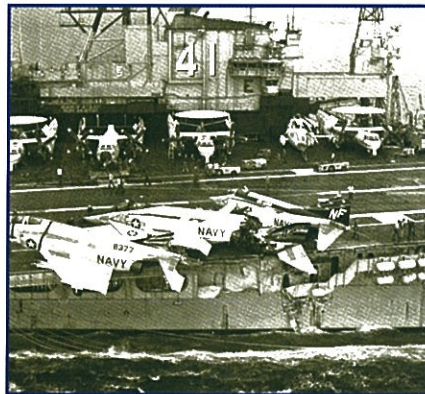
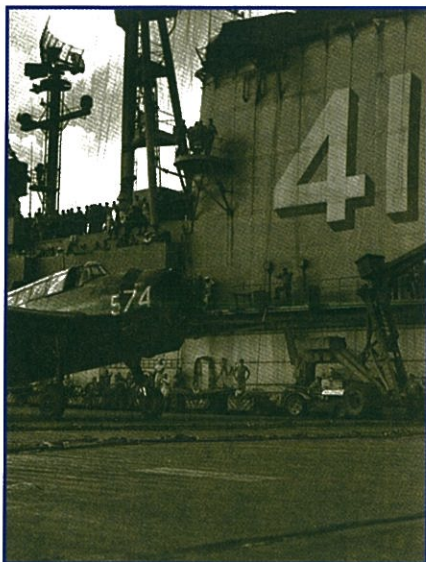
Midway

M A G I C

THE GRAY WARRIOR

The USS Midway was often cited by Navy officials and naval air power proponents as one of the finest aircraft carriers ever built by the Navy. She has ended her distinguished career as a warrior and now is embarking on a new assignment after serving her country for more than 47 years.

The San Diego Aircraft Carrier Museum, a nonprofit organization, was formed in 1993. Its mission: to bring Midway to San Diego and convert her into a Pacific fleet carrier battle force museum, as well as an educational and entertainment complex.



A MIGHTY PEACEKEEPING FORCE

The USS Midway, commissioned on September 10, 1945, was named for the Battle of Midway, the turning point in the Pacific war. The lead ship of her class, she was one of the largest U.S. warships built during World War II; 1,000 feet long weighing 67,500 tons, fully loaded.

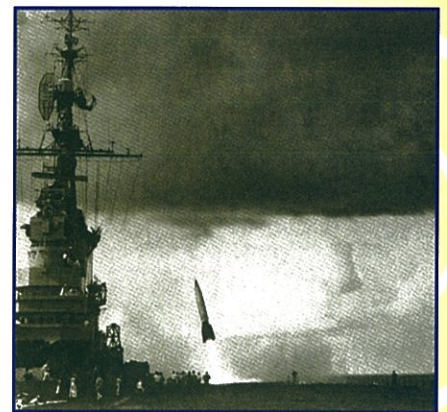
She saw service in the Korean War, Vietnam Conflict, the Persian Gulf War, and in numerous other conflicts and crises.

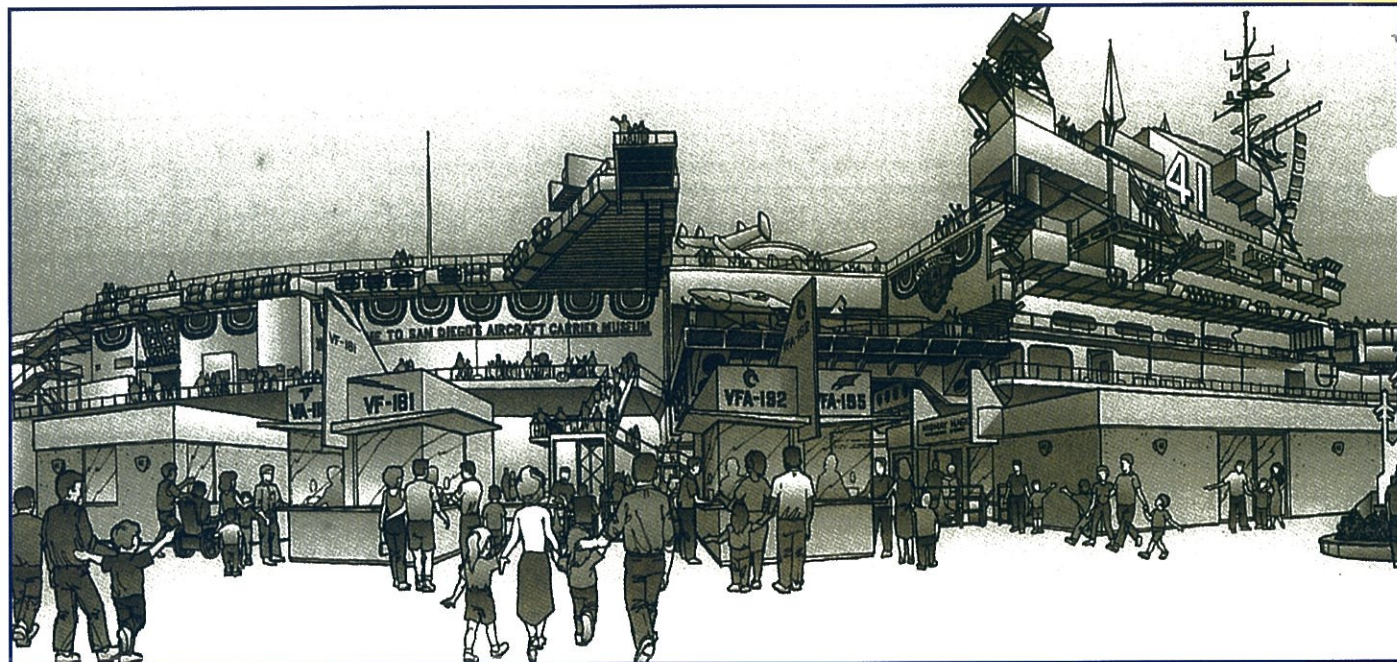
In 1965, USS Midway's aircraft flew 11,900 missions over Vietnam. USS Midway planes downed the first

three enemy MiGs of the war. She later returned for two more combat cruises. Her final duty in Vietnam was to battle the North Vietnamese invasion of the south, at which time her planes destroyed the last MiG of the war.

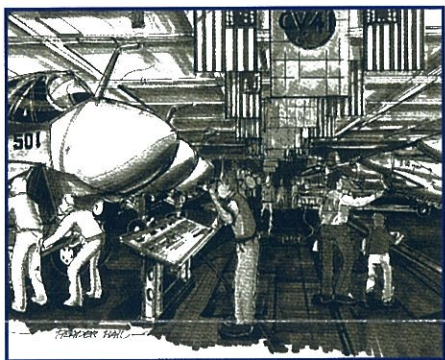
Most recently in 1991, the aircraft aboard the USS Midway flew more than 3,300 combat missions in the Gulf War's Operation Desert Storm.

In April of 1992, the USS Midway was decommissioned. Now she can serve her final mission as an historical reminder of the vital role carriers and carrier battle groups played in maintaining our country's freedom.





In 1901, the Navy established a coaling station in Point Loma. Since then, San Diego has become America's largest complex of naval ships and facilities, and is now home to more than 80 major military shore commands and more than 100 ships.



Thousands of Navy recruits from all over the country have come to San Diego for training. Thousands of active military have raised their families here and many more retirees have made San Diego their permanent home. As envisioned, our museum will be a perfect marriage between the U.S. Navy and San Diego civilian interests. This world-class attraction will salute America's naval history and pay tribute to the skill and bravery of our Navy and Marine forces.

A FORMIDABLE EDUCATOR

Midway will be dedicated to inspiring and educating civilians from throughout America. Simply stated, Midway will provide a hands-on history lesson.

The lesson begins as soon as one steps aboard this imposing ship, which at one time carried more than 70 aircraft and 4,500 crew members. As visitors venture through passageways, they will be filled with pride as they learn how this ship served her country and appreciate the commitment and sacrifices made by those who served in the Navy and Marine Corps.

A FINANCIAL ALLY IN TODAY'S ECONOMY

Our city has doubled in size within the last 20 years. Yet, we have added only one new family-oriented tourist destination in order to compete in the tourism industry (LegoLand in North County).

A San Diego visitor survey conducted by CIC Research, Inc. indicated that over 78% of those



surveyed said they would be likely to visit a carrier museum, even if they were required to pay admission.

A carrier museum will offer another reason for visitors to spend one more night in San Diego, further enhancing our economy. Midway will be the flagship of San Diego attractions, boost the local economy, and create a unique resource that enriches San Diego and its guests.



8/16/01



FIREWORKS...

...all across San Diego County signaled the patriotic spirit we all felt when the Fourth of July was celebrated last month.

For the thousands of individuals who contributed toward the realization of an Aircraft Carrier Museum in our Navy City, this Fourth of July was of particular significance. With all the pieces in place for the U.S. Navy's donation of the USS Midway to our non-profit organization, we fully believe that this proud warrior will be anchored at Navy Pier in San Diego by the Fourth of July 2002.

When she arrives here in the Spring of next year, we want to make sure Midway is ship shape and ready to be converted into the Aircraft Carrier Museum envisioned by the planning committee. After all, if the museum is to honor the millions of men and women who have served their country; and if it is to pay tribute to those who have lost their lives in battle protecting our shores, then she has to look her best.

You can play an important role in the final journey of Midway to her home in our city by lending your financial support to our ongoing efforts. You see, with the donation of the carrier for our city will come the need to spruce her up, paint her and tow her from her current location in Bremerton, Washington to our San Diego Harbor.

Yes, you can help by becoming a supporter through our **Midway Magic Circle of Friends**. Simply complete the form below and mail it back to us with your gift. We'll make sure that you receive the special benefits for the Friends level you choose. We'll also make sure that on the next Fourth of July you'll have a place in the celebration of the opening of the San Diego Aircraft Carrier Museum...Midway Magic.

Thanks for your kind consideration.

Alan Uke, Chairman
Board of Directors

P.S. We're preparing our next Newsletter Bulletin for insiders. If you can respond to us within the next two weeks, we'll make sure you are on the mailing list. And, please keep up with our progress by checking our website, www.midway.org.

TO HELP US GIVE YOU CREDIT PLEASE TEAR OFF AND MAIL THIS COUPON WITH YOUR GIFT.

HELP US SPRUCE UP THE MIDWAY FOR NEXT JULY FOURTH!

YES! I'll join the Circle of Friends:

☒ Please enroll me in the following Circle:

- ☐ Admiral's Circle (\$2500)
- ☐ Captain's Circle (\$1000)
- ☐ Commander's Circle (\$250)
- ☐ Chief's Circle (\$150)
- ☐ Crew's Circle (\$100)

☐ Please send information on major giving programs for Midway Magic.

Name: _____

Address: _____

City, State, Zip: _____

Enclosed is my gift of \$_____ to enroll me in the Circle level I've checked.

Charge my credit card

☐ Master Card ☐ Visa ☐ Amex

Card Number: _____

Exp. Date: _____



Please make your check payable to SDACM • Your gift is tax deductible to the full extent of the law.

II.

USS MIDWAY -- HISTORIC PERSPECTIVE

On August 7, 1942, two months after the historic clash of American and Japanese aircraft carriers off Midway Island, which was the turning point in the Pacific War, USS Midway (CVB-41) was ordered to be built. It was to become America's first supercarrier. Two other battle carriers ordered at that time -- USS Franklin D. Roosevelt (CVB-42) and USS Coral Sea (CVB-43) -- were designated "Midway Class" warships.

Midway's keel was laid October 27, 1943; the ship was launched March 20, 1945; commissioned September 10, 1945; and on October 12, 1945, was underway with the first arrested landing by an F4U-4 Corsair. Midway was decommissioned at San Diego on April 11, 1992.

Midway's conventional propulsion of 12 boilers provided a speed of 30 knots (35 mph); the area of the flight deck is 4.02 acres; her overall length is 1001'6"; and, although the ship's height from keel to mast-top is 222'3", the above-water-level height is almost dwarfed by the cruise ships berthed at the nearby cruise-ship piers.

There are four propellers, each weighing 22 tons and 18' high. Three aircraft elevators lifted the 80 planes aboard to the flight deck where they were launched by two steam catapults. The monthly payroll for the crew of more than 4,500 was \$1,200,000.

Conceived and built during the desperate days of World War II, Midway's proud service..... to her country spanned six decades. Her deck saw four generations of naval aircraft, from Helldivers to Hornets. She was a majestic presence in every ocean of the world. More than 200,000 young Americans strode her decks, gaining manhood fighting their country's wars and sometimes paying the ultimate price.

No other warship served with greater distinction than USS Midway during the perilous era known as the Cold War which extended from the end of World War II in 1945 to the collapse of the Soviet Union in 1991. Midway had a pivotal role in the Korean and Vietnam conflicts and the "Desert Storm" offensive in the Persian Gulf, and participated in other international crises as well. In recognition of its service, Midway has been awarded the following honors:

- The Presidential Unit Citation
- The Navy Unit Commendation
- US Navy and Marine Corps Expeditionary Medal
- China Service Expeditionary Medal
- Vietnam Services Medal

At the end of her illustrious career, Midway's last embarked flag officer, Admiral Joseph W. Prueher, recently retired Commander-in-Chief, U.S. Pacific Command, and now U.S.

AMBASSADOR TO CHINA, paid a glowing farewell tribute to USS Midway and all who had served aboard her. In a letter to Captain Larry L. Ernst, USN, the ship's last commanding officer, Admiral Prueher predicted that Midway's "proud heritage will guide sailors for years to come as an example of the best of the fleet."

In that letter, Admiral Prueher enshrined "Midway Magic," the famous slogan that described Midway's triumphant achievements in the face of great difficulties during an almost half-century of service:

"In our time together, I came to know the legendary 'Midway Magic.' In the unswerving professionalism of Midway's crew, the talented leadership of her officers, and their deep commitment to excellence, one finds the source of the magic. To all of the men who have served aboard Midway, I salute you. These men and their great ship have served the nation well."

٤٠٧

Post-it® Fax Note	7671	Date	6/22/01	Page	2
To	David	From	Karl		
Here are your notes					

0174302341

P. 09

P. 09

Middle Career Highlights: --made her first deployment with supersonic jets in 1958 from Alameda
--on hand for first Laotian crisis in 1961
--commanded by Battle of Midway veteran SBD pilot in 1962 (CAPT Bob Isaacs)
--first fully automated carrier landing with installed equipment (1963)
--Midway fighters down first two confirmed MiG kills of the Vietnam War (1965)
--entered Hunter's Point shipyard in San Francisco for new modernization (1966)

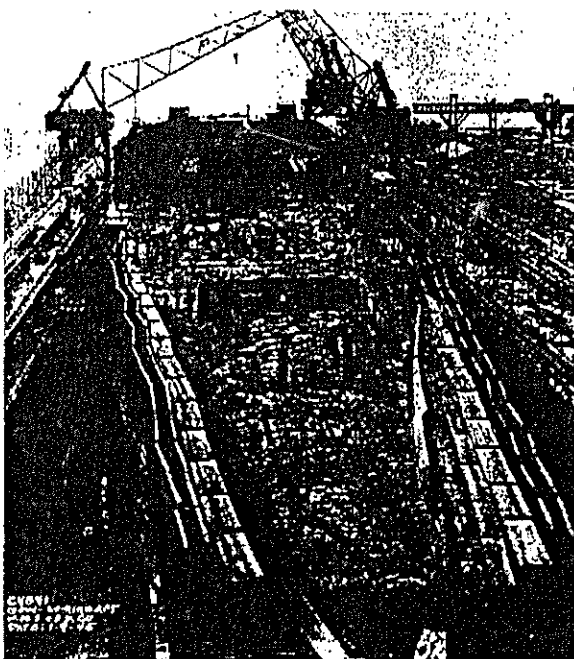
Second Modernization: SCB 101.66: most extensive rebuild on a ship since WW II. Flight deck was greatly expanded to more than 4 acres with a more pronounced flight deck angle, more powerful C-13 catapults, all three elevators enlarged and sent to the deck edge, updated arresting gear, and the latest in communications and electronics. The rebuild was protracted by years and was considerably overbudget, although the modifications made the ship capable enough to serve as a first line carrier for more than 20 years.

Later career highlights: --after completing another Vietnam deployment in 1971, ship was hurriedly sent out in April 1972 because of the North Vietnamese 'Easter Invasion'
--five more MiGs are downed by Midway pilots, including the last confirmed MiG kill of the War
--returned from 11 month combat deployment in 1973 with a Presidential Unit Citation
--became first carrier homeported overseas (Yokosuka) to take pressure off West Coast carrier deployment cycles (1973)
--played key role in evacuation of Saigon in 1975, including a South Vietnamese officer who landed a small plane aboard with his family inside
--took aboard refugee warplanes flown into Thailand by fleeing South Vietnamese pilots to prevent the planes from being sent back to communists
--on hand for border crisis in Korea in 1976
--on hand for Iranian revolution, Hostage Crisis, and Soviet invasion of Afghanistan (1979)
--extensive hull modifications carried out in Japan (1986), mixed results concerning stability improvement
--on hand for Philippine coup attempt (1987)
--flagship for Desert Shield force, first carrier to operate in Arabian Sea sector
--Midway aircraft become first over enemy territory in Desert Storm, no CV-41 aircraft are lost in the air war
--conducts evacuation of Air Force dependents after the Mt Pinatubo volcano makes Clark Air Base untenable
--final decommissioning on 11 April 1992

A Floating City

MIDWAY's Statistics

Keel laid:	Oct. 27, 1943	Population electrical power could serve:	1 million
Commissioning:	Sept. 10, 1945	Equivalent power in locomotives:	140
Propulsion:	conventional	Homes fuel supply could heat in one year:	3,000
Horsepower:	200,000 shaft plus	Monthly business in ship's store:	\$1,000,000
Speed:	30 plus knots (35 mph)	Monthly payroll:	\$1,200,000
Length overall:	1001'6"	Fresh water produced daily:	240,000 gallons
Extreme width:	258"	Ship's stores:	6
Displacement (full):	70,000 tons	Meals served daily:	13,000
Height (total):	222'3"	Daily food requirements:	
Area of flight deck:	4.02 acres	Bread:	1,000 loaves
Number of propellers:	4	Vegetables:	5,000 lbs.
Weight per propeller:	22 tons	Meat:	4,500 lbs.
Height of propellers:	18'	Dry provisions:	20,000 lbs.
Number of catapults:	2	Potatoes:	3,000 lbs.
Aircraft elevators:	3	Ship's capacity for consumable goods:	
Telephones:	1,500 plus	Dry provisions:	1,500,300 lbs.
Crew:	4,500 plus	Vegetables:	205,000 lbs.
Boilers:	12	Meat:	240,000 lbs.
Aircraft:	up to 80	Dairy:	66,300 lbs.
Compartments:	over 2,000		
Electric motors:	over 2,000		
Miles of piping:	about 200		
Miles copper conductor:	3,000		
Miles of fire hose:	4.5		
Ship fuel capacity:	2.23 million gal.		
Jet fuel capacity:	1,241,534 gal.		



USS MIDWAY, Jan. 9, 1945 under construction at Newport News Shipbuilding and Dry Dock Company in Virginia.

The keel of USS MIDWAY was laid in a graving dock at Newport News Shipbuilding and Dry Dock Company Oct. 27, 1943. Launched March 20, 1945, MIDWAY was the largest warship in the world throughout her first decade of service. Every aspect of her construction included the most modern design innovations possible. Twelve Babcock and Wilcox boilers powered four Westinghouse geared turbines which developed 212,000 horsepower for a maximum speed of 33 knots.

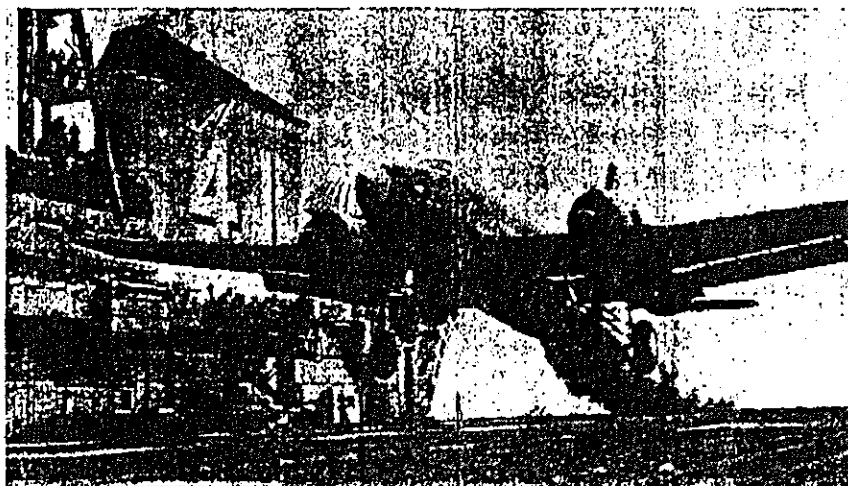
Commissioned on Sept. 10, 1945 at the Norfolk Naval Shipyard, her first commanding officer was Captain Joseph F. Bolger. MIDWAY was designed with two catapults, fourteen arresting cables, and six barriers.

MIDWAY was first underway Oct. 12, 1945.

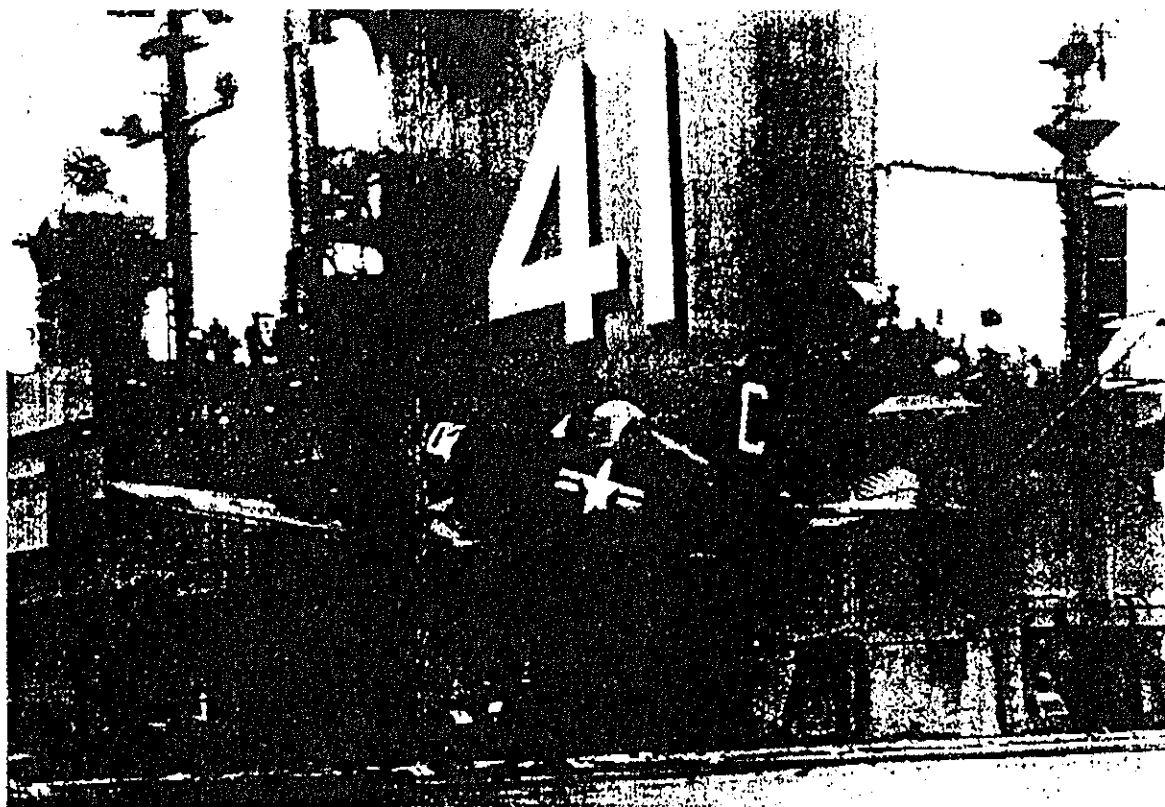
Her first operational assignment was in March 1946. Operating in the Labrador Sea, MIDWAY conducted a cold weather evaluation of aircraft, personnel and the ship. Helicopter air-sea rescue techniques were refined and the infamous "poopy suit" was evaluated. MIDWAY conducted flight and refueling operations during these tests despite heavy weather damage to elevator hangar doors and having two to four inches of snow on the flight deck at various times.

Early in 1947 operating off the East Coast with her recently redesignated air group, CVBG-1, MIDWAY operated F4U-4Bs and SB2C-5s.

In September 1947, MIDWAY fired a captured German V-2 rocket from her flight deck, decisively demonstrating the potential of missile launches from surface ships. In October 1947, MIDWAY made her first deployment to the Mediterranean. Her air group was CVBG-1, made up of two fighter squadrons, which flew F4Us and two attack squadrons, operating AD-1s. The deployment concluded in March 1948. A return trip to the Mediterranean was made from January to March 1949. This time two Marine fighter squadrons were aboard. A significant event of the cruise occurred when Commander F. L. Ashworth flew a P2V-3 from MIDWAY off the coast of Norfolk, to the Panama Canal, then over Corpus Christi, Tex. and on to San Diego, Calif.



A P2V Neptune aircraft uses Jet Assisted Takeoff equipment to launch from MIDWAY on Sept. 26, 1949. Aboard was Secretary of Defense Louis Johnson, who had embarked for a courtesy visit.



An F4U-4 Corsair from the "Black Aces" of VF-41 attempts an arrested carrier landing on Sept. 18, 1951. MIDWAY was conducting workup operations and carrier qualifications prior to her fifth Mediterranean cruise in January 1952.

Commander Ashworth completed his 4,800 mile non-stop flight in 25 hours and 40 minutes.

MIDWAY departed Norfolk in October 1949, once again bound for cold weather operations. She operated in the Arctic Circle and returned to Norfolk December 22.

MIDWAY deployed to the Mediterranean for a third time in January 1950 with Air Group 4. Port calls included Istanbul, Turkey; Cyprus; Malta; Cannes, France; Oran, Algeria; and Lisbon, Portugal. She returned to Norfolk in May of that year. In less than two months, MIDWAY redeployed in July, exchanging Air Group 4 for 7. She arrived in Gibraltar with an upgraded fighter capability consisting of F9F-2 Panthers and F8F-1B Bearcats. She served as the flagship

of Commander, Carrier Division Six and returned to Norfolk in November.

From November 1950 until April 1951, MIDWAY was in the Norfolk Naval Shipyard for reinforcement of her flight deck to accommodate heavier aircraft. After conducting brief carrier qualifications off the Carolina coast, she steamed south for Guantanamo Bay in May 1951.

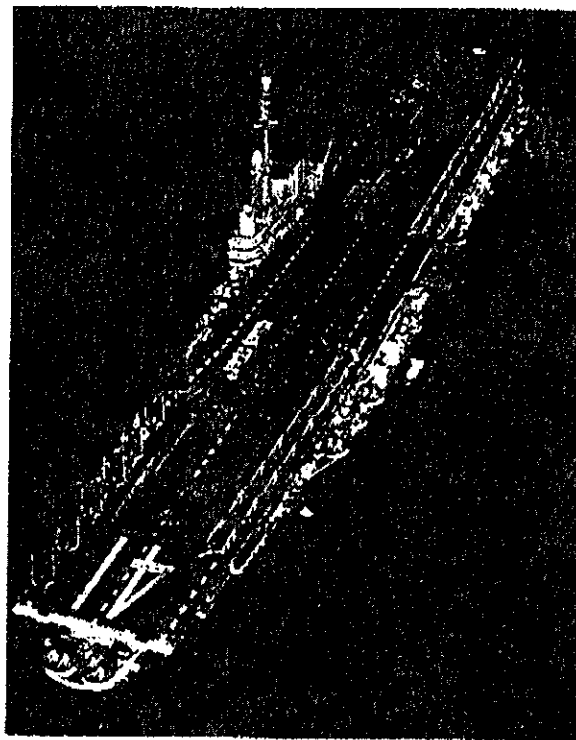
In January 1952 MIDWAY made her fifth Mediterranean cruise. Four full squadrons, and detachments from four other squadrons comprised the air wing. During this cruise MIDWAY participated in Operation Grand Slam, a multi-national English, French, Italian and U.S. exercise. Upon completion of this exercise she operated in the eastern Mediterranean before returning to Norfolk in May 1952.

In August 1952 MIDWAY departed Norfolk for NATO exercises in the North Sea. This was a combined exercise with USS FRANKLIN D. ROOSEVELT, USS WASP, AND USS WISCONSIN. On her return to Norfolk in October, MIDWAY was redesignated an "attack" carrier, CVA 41.

Again with less than two months preparation, MIDWAY departed on her sixth Mediterranean cruise in December 1952. The basic composition of the air group remained unchanged. Participating in Operation Rendezvous, MIDWAY was the flag ship of Carrier Division Four, and made port calls at Marseille, France; Barcelona, Spain; Augusta Bay, Italy; Rhodes, Greece; and Oran, Algeria. Returning to Norfolk in May, MIDWAY entered a five month regular overhaul.

MIDWAY deployed to the Mediterranean in January 1954 for the seventh time. This time Air Group Six departed with two Cougar squadrons and one Banshee unit. The ship returned to Norfolk in August of 1954.

In December of 1954 MIDWAY departed Norfolk for a world cruise which culminated with her transfer to the Pacific Fleet. She now became the flagship of Commander, Carrier Division Three and operated off the Philippine Islands and Japan. Leaving Yokosuka, Japan, MIDWAY returned to Naval Air Station Alameda in July 1955. MIDWAY entered Puget Sound

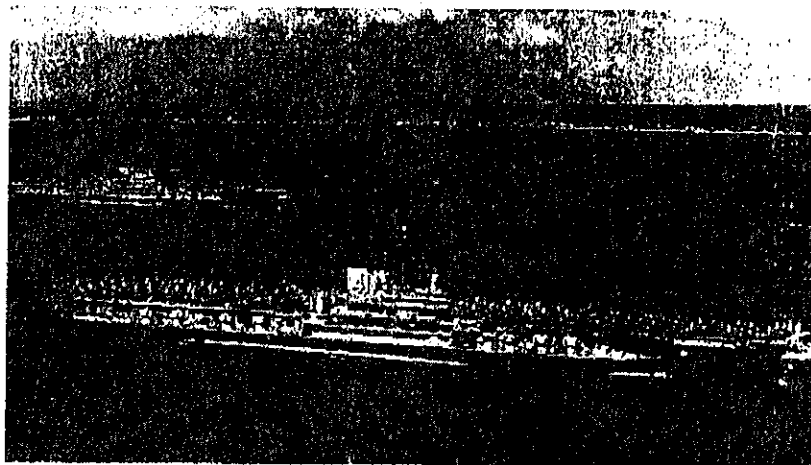


USS MIDWAY sits at anchor in Gibraltar Harbor on May 20, 1954.

Naval Shipyard and was decommissioned in October 1955.

MIDWAY underwent a modernization project to give her the capability to operate high performance jet aircraft. This modernization gave her a new, angled flight deck. MIDWAY was fitted with two steam catapults on the bow and a shorter steam catapult in the new angle deck. Additional improvements included the installation of a hurricane (enclosed) bow, moving elevator number three to the starboard deck edge aft of the island, and enlarging the number one elevator to accommodate longer aircraft. On recommissioning in September 1957, MIDWAY's load displacement had grown from 55,000 to 62,000 tons.

MIDWAY was underway in December heading south for shakedown and refresher training.



USS MIDWAY moves seaward in Hampton Roads off Norfolk on Aug. 26, 1952 enroute to NATO exercises. Her sister ship, USS Franklin D. Roosevelt (CVB-42) awaits orders to follow.

In August 1958 MIDWAY was underway on her first deployment as an angle deck carrier. Demonstrating MIDWAY's increased combat capabilities, CVG-2 operated two supersonic fighter squadrons and three attack squadrons. During this cruise she operated off Taiwan in support of the Quemoy-Matsu crisis as the flagship of Commander, Carrier Division Five. She arrived in Alameda in March 1959.

In August 1959, after a one month turnaround period, MIDWAY redeployed to the Far East. During this cruise she recorded 8,000 landings, including her 80,000th arrested landing. Her eleventh deployment ended with arrival at Alameda in March 1960.

Following a five month overhaul MIDWAY was underway in February 1961. With Air Group Two aboard she operated off the coast of Vietnam eventually returning to Alameda in September 1961.

In April 1962 MIDWAY departed for another far east cruise. The 100,000th arrested landing was made during this cruise which ended in October 1962.

After a regular overhaul extending until April 1963, the first fully automatic carrier landings with production equipment were made aboard MIDWAY on June 13, 1963. An F-4 Phantom made the first "hands-off"

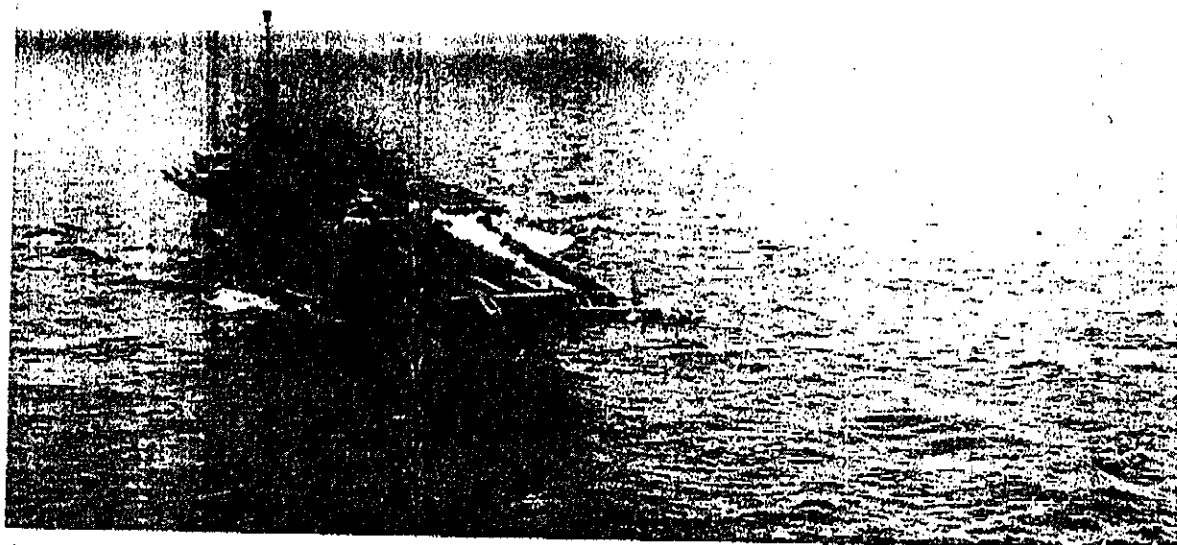
landing following 16 years of research and testing.

MIDWAY made her fourteenth overall and sixth straight WESTPAC deployment in November 1963. Her most significant improvement was increased jet fighter capacity with the addition of Mach 2 F-4B Phantom IIs.

She returned to Alameda in May 1964 to replace the number three elevator which had been lost during extremely heavy seas.

March 1965 marks a milestone in MIDWAY's life as she left Alameda for her first combat cruise. In June 1965, Commander Lou Page and his Radar Intercept Officer (RIO), Lieutenant John Smith, scored the first confirmed MIG kill of the Vietnam War. Within three days MIDWAY pilots shot down two more MIGs. The nine month combat cruise ended in November when MIDWAY returned to Alameda.

MIDWAY was decommissioned for the second time in February 1966 at Hunter's Point. The modernization overhaul would prove to be complex, taking four years to complete, but yielding a much more capable ship. The flight deck was increased in surface area from 2.82 to 4.02 acres. The elevators could now lift 130,000 pounds compared with 74,000 pounds of her sister ships, ROOSEVELT and CORAL SEA.



An A3D-2 Skywarrior from the "Fireballers" of VAH-8 launches during operations with the Seventh Fleet on Feb. 12, 1960. This was MIDWAY's third Western Pacific deployment.



MIDWAY sails under the Golden Gate Bridge bound for her new port in Yokosuka, Japan on Sept. 11, 1973.

Two powerful new catapults on the bow, three new arresting gear engines, and one barricade were installed and rearranged to accommodate a change to 13 degrees for the angle deck. The smaller waist catapult was removed as it was incapable of launching the now heavier aircraft. Modern electronic systems were installed, a central chilled water air conditioning system replaced hundreds of individual units, and MIDWAY became the first ship to have the aviation fueling system completely converted from aviation gas to JP-5.

Delays, caused partially by the simultaneous construction of USS HORNE, modernization of USS CHICAGO, and the unscheduled repairs to the fire damaged USS ORISKANY, drove the initial modernization estimate of \$87 million to \$202 million. MIDWAY was recommissioned in January 1970. Now capable of operating the most modern fleet aircraft, MIDWAY was expected to deliver at least another 15 years of service life. She was underway in March, 1970.

In April 1971, MIDWAY began her sixteenth deployment, 13,000 tons heavier than her original full load displacement. Arriving off the coast of Vietnam, her air wing commenced strikes and flew more than 6,000 sorties in support of allied operations. After 146 continuous days at sea, MIDWAY returned home and was awarded the Meritorious Unit Commendation.

Returning to Vietnam in April 1972, MIDWAY made her presence felt. At one point in the war, five MIG kills were made in

five days. Jan. 12, 1973 was a heralded day in MIDWAY history. Lieutenant Vic Kovaleski and RIO, Lieutenant Jim Wise, shot down the last MIG of the Vietnam War.

After the signing of the cease fire on January 15, MIDWAY returned home and was awarded the Presidential Unit Citation for outstanding performance on her eleven month deployment.

Following repairs and alterations, MIDWAY and CVW-5 were underway in September 1973 for Yokosuka, Japan. Part of the Navy's Overseas Family Residency Program, MIDWAY was the first aircraft carrier to be permanently forward deployed to a foreign port. This move significantly reduced the deployment cycles of sister Pacific Fleet carriers.

In March 1975, MIDWAY returned to the waters of Vietnam and took part in Operation Frequent Wind. As South Vietnam fell, MIDWAY helicopters shuttled 3,073 refugees out of Saigon and onto the ship. One South Vietnamese pilot flew a Cessna O-1 Bird Dog observation plane with his wife and five children out to MIDWAY. He dropped a note asking permission to land. The angle deck was cleared and the pilot made a good approach, landing with room to spare.



By virtue of the authority vested in me as President of the United States and as Commander-in-Chief of the Armed Forces of the United States, I have today awarded

THE PRESIDENTIAL UNIT CITATION (NAVY)

FOR EXTRAORDINARY HEROISM TO

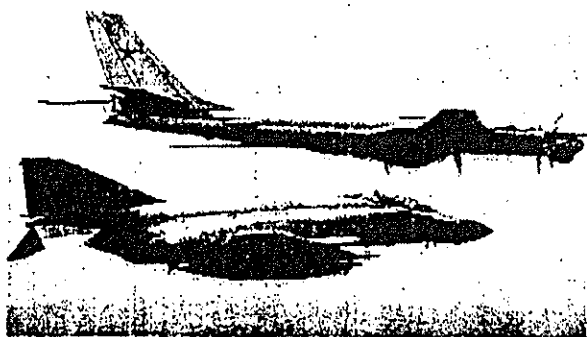
USS MIDWAY (CV-41)

and

ATTACK CARRIER AIR WING FIVE (CVW-5)

For extraordinary heroism and outstanding performance of duty in action against enemy forces in Southeast Asia from 30 April 1971 to 9 February 1973. During this crucial period of the Vietnam conflict, USS MIDWAY and embarked Attack Carrier Air Wing FIVE carried out devastating aerial attacks against enemy installations, transportation, and lines of communication in the face of extremely heavy opposition including multi-caliber anti-aircraft artillery fire and surface-to-air missiles. Displaying superb seamanship and unwavering courage, MIDWAY/CVW-5 pilots played a significant role in lifting the prolonged sieges at An Loc, Kontum, and Quang Tri and in carrying out the concentrated aerial air strikes against the enemy's industrial heartland which eventually resulted in a cease-fire. By their excellent teamwork, dedication, and sustained superior performance, the officers and men of MIDWAY and Attack Carrier Air Wing FIVE reflected great credit upon themselves and upheld the highest traditions of the United States Naval Service.

Immediately following Operation Frequent Wind, MIDWAY steamed south into the Gulf of Siam and flew aboard more than 100 American built aircraft preventing them from falling into communist hands. After a brief stop in Subic Bay, MIDWAY entered the Indian Ocean and operated there from October until the end of November. She returned to Yokosuka in time to celebrate the 1975 Christmas holiday.



A MIDWAY launched F-4 Phantom from the "Chargers" of VF-161 intercepts a Soviet aircraft during Operation Team Spirit 1979.

From 1973 until 1990 MIDWAY's history included numerous Indian Ocean cruises and port calls at some of the most exotic far east ports. As America's only forward deployed aircraft carrier, MIDWAY remained on the "knife's edge" of readiness. MIDWAY no longer went in for overhauls. Rather upkeep was managed through periods of EISRA (Extended Incremental Ship's Restricted Availability). These brief periods allowed MIDWAY to receive necessary servicing and upgrades, but did not degrade her capability to get underway on short notice.

From 1976 until 1983 MIDWAY made six Indian Ocean

cruises accounting for 338 at-sea days in the I. O. She made 64 different port calls during this same period.

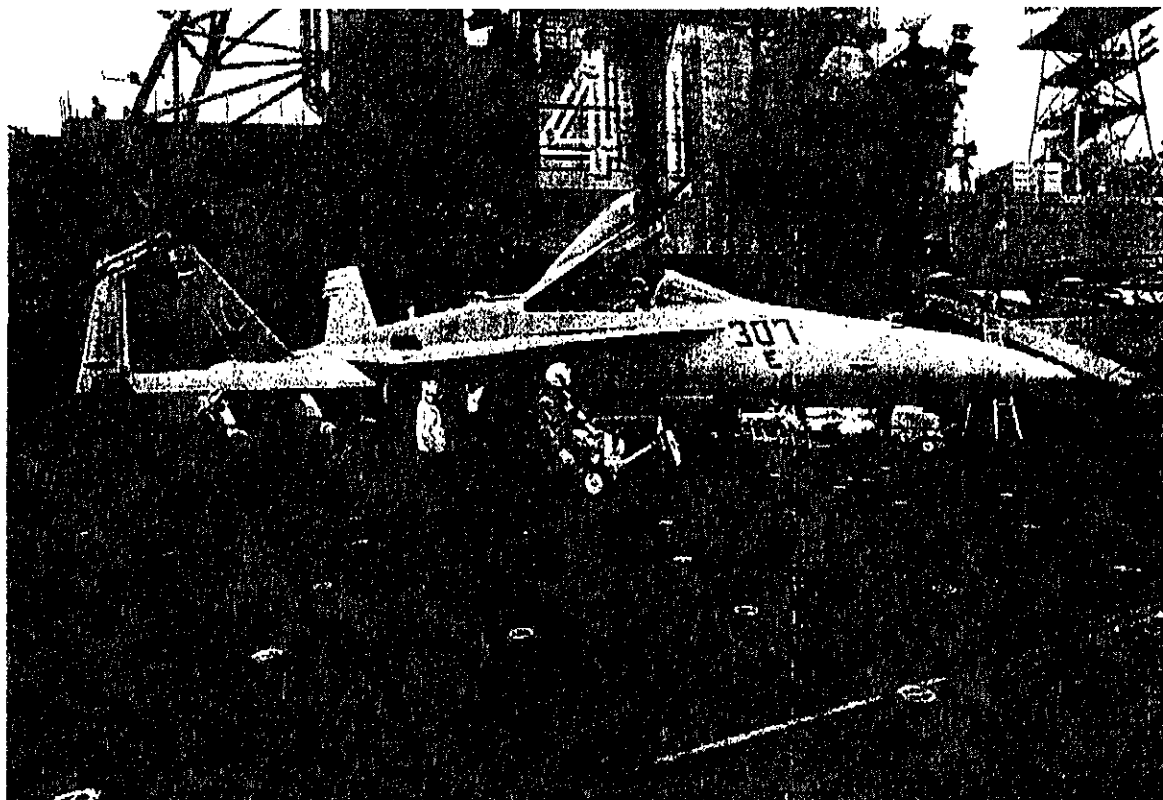
This period in MIDWAY's history was highlighted by many significant events. In June 1976, MIDWAY participated in Operation Team Spirit, an exercise including intense electronic warfare and practice bombing missions over the Republic of Korea. February 1978 saw MIDWAY joining with the Japanese Maritime Self Defense Force for the largest combined exercise to that date. Team Spirit 79, conducted in the East China Sea and Sea of Japan, was highlighted by numerous encounters with Russian aircraft. In August 1979 the Vice President of the United States boarded MIDWAY in Hong Kong for a courtesy visit. In September 1981 the Chief of Naval Operations, Admiral Thomas B. Hayward, kicked off a tour of far east naval units when he visited MIDWAY in Yokosuka.

In May 1986, MIDWAY underwent major modifications that included the incorporation of the F/A-18 Hornet into her air wing to replace both the A-7 Corsair and the F-4 Phantom.

During 1987-1988, the ship deployed to the Indian Ocean as part of Operation Earnest Will, earning the Armed Forces Expeditionary Medal.



Armed with training ordnance, an A-7B Corsair II soars above USS MIDWAY. This aircraft was from the "Champions" of VA-56.



A "Golden Dragon" from VFA-192 prepares for a combat mission during Operation Desert Storm. MIDWAY launched 3,339 combat sorties during the Gulf War without a single crewman or aircraft lost. She set this record despite being the oldest U.S. carrier in the conflict.

MIDWAY's dependability for rapid response was reaffirmed in 1989 as she deployed again to the Indian Ocean. For her service during a Philippine coup attempt early in December, she earned another Armed Forces Expeditionary Medal.

In the post-Vietnam era prior to 1990, MIDWAY earned four Battle Efficiency Ribbons, the Navy and Marine Corps Expeditionary Medal, three Armed Forces Expeditionary Medals, the Humanitarian Service Medal, and two Meritorious Unit Commendations.

MIDWAY's last two years in commissioned service would prove to be perhaps her most historic. Despite recently announced plans for her decommissioning, MIDWAY's role as a potent member of the U.S. Naval forces was again reaffirmed when she departed Yokosuka, Japan on Oct. 2, 1990 in support of Operation Desert Shield.

MIDWAY was the flagship of the Arabian Gulf Battle Force Commander,

Rear Admiral Daniel P. March (Commander Task Force 154). He was the operational commander for all coalition naval forces within the Arabian Gulf.

MIDWAY arrived on station Nov. 2, 1990 and for the Desert Shield portion of the campaign, was the only carrier in the Arabian Gulf. She was the first carrier to operate extensively and for prolonged periods within the mined waters of the Gulf itself. MIDWAY also made the first Arabian Gulf port call for an aircraft carrier when she visited Abu Dhabi, United Arab Emirates for Christmas of 1990.

Aircraft from MIDWAY flew the initial air strikes of Operation Desert Storm. An A-6 Intruder from the "Nighthawks" of Attack Squadron 185 flying from USS MIDWAY became the first carrier-based aircraft "over the beach" during that first strike. MIDWAY's embarked air wing would eventually fly 3,339 combat sorties, an average of 121 per day during the war.



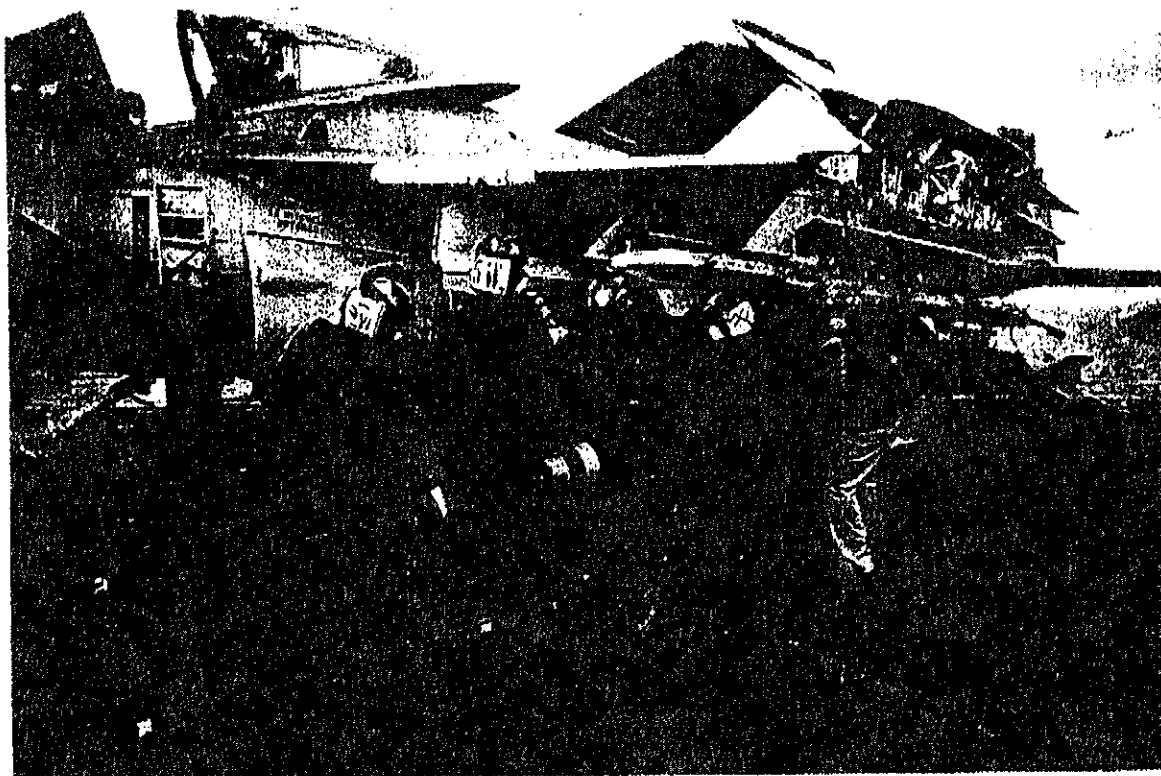
A MIDWAY Aviation Boatswain's Mate helps with the recovery of aircraft returning from strikes against Iraq during the Gulf War.

MIDWAY aircraft dropped 4,057,520 pounds of ordnance on targets in Iraq and occupied Kuwait. USS MIDWAY was the only aircraft carrier operating within the Arabian Gulf to lose no aircraft or personnel.

Following the resounding defeat of Iraqi forces, MIDWAY departed the Arabian Gulf March 10, 1991. For her role in the Gulf War, MIDWAY was awarded the prestigious Navy Unit Commendation.

MIDWAY's versatility was again demonstrated in June 1991, when she participated in Operation Fiery Vigil. On June 16, MIDWAY was ordered to sortie from her berth in Yokosuka, Japan and steam at high speed for Subic Bay Naval Base in the Philippines to assist with the evacuation of military personnel and their families following the eruption of Mt. Pinatubo.

Prior to departing, MIDWAY crewmen worked through the night loading enough food and supplies to provide for 5,000 people for two weeks. Items included: 1,100 cots, pet food, and baby diapers and bottles.



An A-6 Intruder from VA-115 is prepared for combat during Desert Storm. Aircraft from MIDWAY dropped four million pounds of ordnance over Iraq and occupied Kuwait.

Within 24 hours of receiving notice of the emergency, MIDWAY was underway.

MIDWAY made her best speed toward Subic Bay, slowing briefly near Okinawa to embark more helicopters and a contingent of Marines. The ship arrived at Subic Bay June 21 and brought aboard 1,823 evacuees, almost all of them Air Force personnel leaving Clark Air Base. Additionally, MIDWAY brought aboard 23 cats, 68 dogs, and one lizard, pets of the evacuees. MIDWAY's guests were greeted with a clean bed, a hot shower, and a steak dinner, their first hot meal in more than a week.

In a trip which included a high-speed night transit of the Van Diemen Passage, MIDWAY took the evacuees to the island of Cebu in the Philippines. On arrival, they were flown via helicopter to Mactan International Airport. There, the evacuees boarded Air

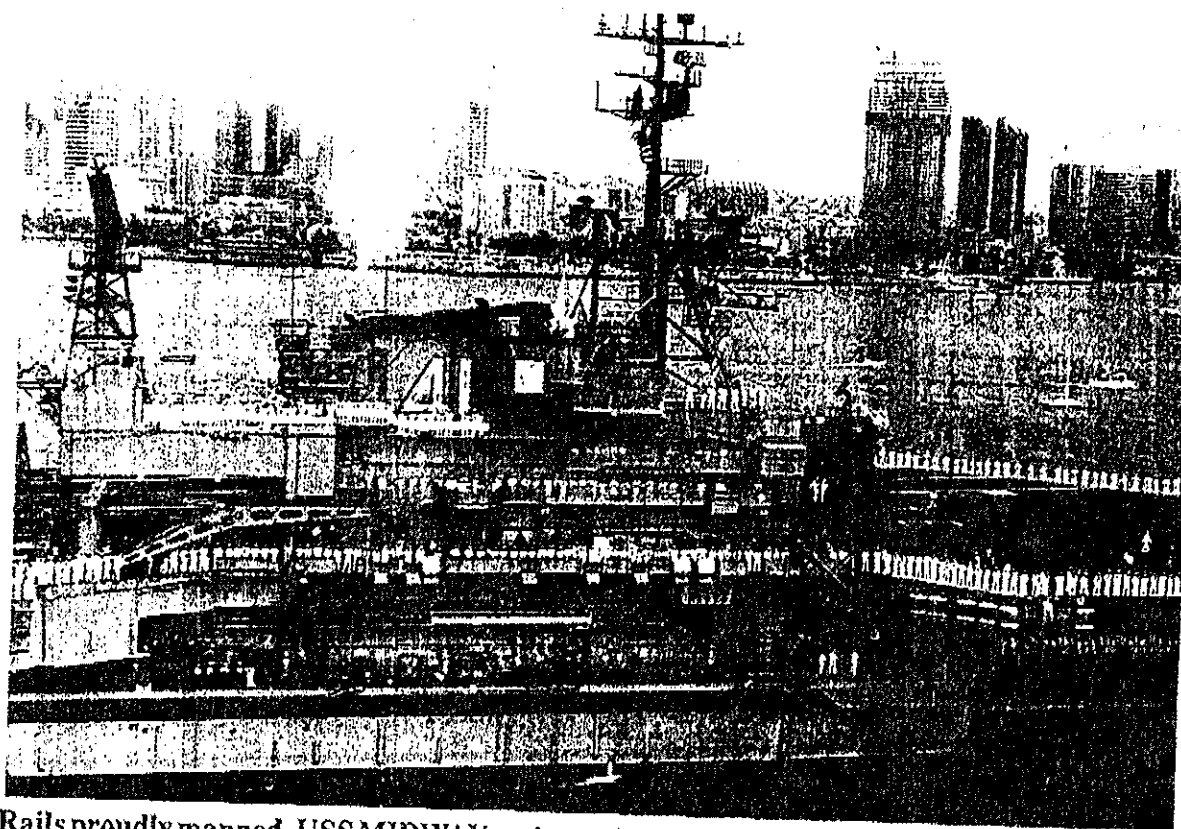
Force transport planes for flights that would eventually take them to the United States.

In August 1991, MIDWAY departed Yokosuka, Japan and steamed toward her first United States port call in almost 18 years. Arriving in Pearl Harbor, Hawaii, MIDWAY turned over the duty as the "Tip of the Sword" to USS INDEPENDENCE. This turnover included swapping CVW-5 for CVW-14, the first airwing change for MIDWAY in 20 years. After leaving Hawaii, MIDWAY made a brief visit to Seattle, Wash., where more than 50,000 people visited the ship during a three-day open house.

On Sept. 14, 1991, MIDWAY arrived at her final homeport, Naval Air Station North Island in San Diego, Calif. Her crew then began the tremendous task of preparing the ship for decommissioning and preservation as part of the Ready Reserve Fleet.



Air Force personnel evacuated from Subic Bay Naval Base in the Philippines rest in MIDWAY's Hangar Bay following the June 1991 eruption of the Mt. Pinatubo volcano. MIDWAY was underway less than 24 hours after receiving orders to assist with the evacuation.



Rails proudly manned, USS MIDWAY arrives at Naval Air Station North Island in San Diego, Calif. on Sept. 14, 1991. It was the ship's first change of homeport in 18 years. At North Island, the famed "Tip of the Sword" could once again call America home. MIDWAY sailors began the huge task of preparing her for decommissioning and transfer to the Ready Reserve Fleet.

As part of her decommissioning preparation, the Navy sent out a Board of Inspection and Survey team to assess the ship's material condition and evaluate her capabilities. To perform this inspection, the ship got underway for one last time Sept. 24, 1991. On this day, the ship successfully completed a rigorous series of tests, including full-power sea trials. MIDWAY trapped and launched her last aircraft that day, with the honor falling to Commander, Carrier Air Wing Fourteen, Captain Patrick Moneyemaker, flying an F/A-18 Hornet. At the completion of the day's events, MIDWAY headed for home at 32 knots. Despite her age and imminent decommissioning, the inspection team found MIDWAY fully operational and fit for continued service, a testimonial to the men who maintained the ship throughout her many years. At the end of her career, MIDWAY's

last embarked flag officer, Rear Admiral Joseph W. Prueher noted, MIDWAY had "sprinted across the finish line."

Conceived and built during the desperate days of World War II, MIDWAY's proud service to her Navy and country spanned five decades. She grew from 45,000 to 74,000 tons. Her deck saw four generations of naval aircraft, from Helldivers to Hornets. She sailed in every ocean of the world, covering more miles than anyone can count. It is estimated that more than 200,000 young Americans trod her decks, gaining manhood, fighting their country's wars and sometimes paying the ultimate price. As the quiet descends on MIDWAY's empty compartments, her catapults forever silent, her main engines cold and motionless, her halyards clear, we will remember her and say "There truly was Magic here."